**PROSPECTUS**

**Dated: JULY 15, 2025**
Please read section 26 of the Companies Act 2013
**100% Fixed Price Issue**

*(Please Scan this QR Code to view Prospectus)*

# SWASTIKA CASTAL LIMITED
**CIN: U27101WB1996PLC079995**

| REGISTERED OFFICE | CORPORATE OFFICE | CONTACT PERSON | TELEPHONE AND EMAIL | WEBSITE |
|---|---|---|---|---|
| 117A Chittaranjan Avenue, Kolkata-700073, West Bengal, India. | 306, Tower A Mayfair Corporate Park Kalali Vadodara 390012, Gujarat, India. | Mukesh Khanna, Company Secretary and Compliance Officer | **Tel:** +91 63539-26282<br>**Email**: compliance@aluminiumcasting.net | https://sclcasting.com/ |

**PROMOTERS OF OUR COMPANY: VARUN SHARDA AND INDRA SHARDA**

**DETAILS OF THE ISSUE**

| TYPE | FRESH ISSUE SIZE (IN ₹ LAKHS) | OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹) | TOTAL ISSUE SIZE | ELIGIBILITY |
|---|---|---|---|---|
| Fresh Issue | 21,64,000 Equity Shares of ₹ 10/- aggregating to ₹ 1,406.60 Lakhs | Nil | 21,64,000 Equity Shares of ₹ 10/- aggregating to ₹ 1,406.60 Lakhs | The Issue is being made pursuant to Regulation 229 (1) of SEBI (ICDR) Regulations as the Company's post issue paid-up capital shall not be more than ten crore rupees. For details in relation to share reservation among NIIs and Individual Investors, see "Issue Structure" on page 268 of this Prospectus. |

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

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under ***"Basis for Issue Price"*** beginning on page no. 95 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" on page 30 of this Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares offered through this Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME" or "BSE") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an 'in-principle' approval letter dated June 13, 2025 from BSE SME for using its name in this offer document for listing our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be BSE.

**LEAD MANAGER: HORIZON MANAGEMENT PRIVATE LIMITED**

| NAME AND LOGO | CONTACT PERSON | EMAIL & TELEPHONE |
|---|---|---|
| **Horizon Management Private Limited** | Narendra Bajaj | **Email ID:** smeipo@horizon.net.co<br>**Telephone:** +91 33 4600 0607 |

**REGISTRAR TO THE ISSUE: ACCURATE SECURITIES & REGISTRY PRIVATE LIMITED**

| NAME AND LOGO | CONTACT PERSON | EMAIL & TELEPHONE |
|---|---|---|
| **Accurate Securities & Registry Private Limited** | Ankur Shah | **E-mail:** swastika.ipo@accuratesecurities.com<br>**Telephone:** +91 79-48000319 |

**ISSUE PROGRAMME**

| ISSUE OPENS ON: MONDAY, JULY 21, 2025 | ISSUE CLOSES ON: WEDNESDAY, JULY 23, 2025 |
|---|---|

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*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

**PROSPECTUS**
**Dated: JULY 15, 2025**
Please read section 26 of the Companies Act, 2013
**100% Fixed Price Issue**

# SWASTIKA CASTAL LIMITED

Swastika Castal Limited (the "**Company**") was incorporated on June 10, 1996 as a Public Limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by Registrar of Companies, West Bengal.

**Registered Office:** 117A Chittaranjan Avenue, Kolkata-700073, West Bengal, India, **Telephone:** +91 63539-26282
**Corporate Office:** 306, Tower A Mayfair Corporate Park Kalali, Vadodara-390012, Gujarat, India **Telephone:** +91 63539-26282 **E Mail**:swastika@aluminiumcasting.net
**Website**: https://sclcasting.com/ ; **Contact Person:** Mukesh Khanna, Company Secretary and Compliance Officer
**CIN: U27101WB1996PLC079995**

**PROMOTERS OF OUR COMPANY: VARUN SHARDA AND INDRA SHARDA**

**THE ISSUE**

**PUBLIC ISSUE OF 21,64,000 EQUITY SHARES OF FACE VALUE ₹ 10 EACH ("EQUITY SHARES") OF THE COMPANY FOR CASH AT A PRICE OF ₹ 65/- PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹ 55/- PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING TO ₹ 1,406.60 LAKHS ("ISSUE"). OF THE ISSUE, 1,10,000 EQUITY SHARES AGGREGATING TO ₹ 71.50 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 20,54,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT AN ISSUE PRICE OF ₹ 65/- PER EQUITY SHARE AGGREGATING TO ₹ 1,335.10 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.51% AND 25.16 %, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 257 OF THE PROSPECTUS.**

**THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10/- AND THE ISSUE PRICE IS 6.5 TIMES OF THE FACE VALUE**

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post- Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Individual Investors who applies for minimum application size and the balance shall be offered to individual applicants other than Individual Investors who applies for minimum application size and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Individual Investors who applies for minimum application size is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Individual Investors who applies for minimum application size category is entitled to more than fifty per cent on proportionate basis, the Individual Investors who applies for minimum application size shall be allocated that higher percentage. For further details please refer the section titled – ***"Offer Information"*** beginning on page 257 of this Prospectus.

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, dated November 10, 2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("**ASBA**") process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of Individual Investors, if applicable, which will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") for the same. For details in this regard, specific attention is invited to ***"Issue Procedure"*** on page 271 of this Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 and 28 of the Companies Act, 2013.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "*Basis for Issue Price*" beginning on page 95 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to the section titled "*Risk Factors*" on page 30 of this Prospectus.

**COMPANY'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares offered through this Prospectus are proposed to be listed on the SME Platform of BSE Limited ("**BSE SME**" or "**BSE**") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an 'in-principle' approval letter dated June 13, 2025 from BSE for using its name in this offer document for listing our shares on BSE. For the purpose of this Issue, the Designated Stock Exchange will be BSE.

| TO THE ISSUE | REGISTRAR TO THE ISSUE |
|---|---|
| **Horizon Management Private Limited**<br>19 R N Mukherjee Road, Main Building, 2nd Floor, Kolkata- 700 001, West Bengal, India.<br>**Telephone:** +91 33 4600 0607<br>**Facsimile:** +91 33 4600 0607<br>**E-mail:** smeipo@horizon.net.co<br>**Website:** www.horizonmanagement.in<br>**Investor grievance:** investor.relations@horizon.net.co<br>**SEBI Registration Number:** INM000012926<br>**Contact Person: Narendra Bajaj** | **Accurate Securities & Registry Private Limited** B1105-1180, KP Epitome, Nr. Makarba Lake, Nr. Siddhi Vinayak Towers Makarba, Ahmedabad-380051, Gujarat, India.<br>**Telephone:** +91 79-48000319<br>**E-mail:** swastika.ipo@accuratesecurities.com<br>**Website:** www.accuratesecurities.com<br>**Investor grievance:** investors@accuratesecurities.com<br>**SEBI Registration No.:** INR000004173<br>**Contact Person:** Ankur Shah |

| ISSUE OPENS ON | ISSUE CLOSES ON |
|---|---|
| **ISSUE OPENS ON: MONDAY, JULY 21, 2025** | **ISSUE CLOSES ON: WEDNESDAY, JULY 23, 2025** |

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*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

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## SECTION I – GENERAL

## DEFINITIONS AND ABBREVIATIONS

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

*The words and expressions used in this Prospectus but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under. If there is any inconsistency between the definitions given below and the definitions contained in the General Information Document (defined hereinafter), the following definitions shall prevail.*

*Notwithstanding the foregoing, the terms used in the sections "**Industry Overview**", "**Key Industry Regulations and Policies**", "**Statement of Possible Special Tax Benefits**", "**Financial Information**", "**Basis for Issue Price**", "**Outstanding Litigation and Material Developments**" and "**Description of Equity Shares and Terms of the Articles of Association**" beginning on pages 105, 150, 95, 193, 95, 232 and 303 and respectively, of this Prospectus shall have the meaning ascribed to them in the relevant section.*

### General Terms

| Term | Description |
|---|---|
| "Company", "our Company", "Swastika", "the Company", "the Issuer" | Swastika Castal Limited, a Company incorporated under The Companies Act, 1956, having its Registered Office at 117A Chittaranjan Avenue, Kolkata-700073, West Bengal, India and Corporate office at 306, Tower A Mayfair Corporate Park Kalali, Vadodara-390012, Gujarat, India. |
| "we", "us", or "our" | Unless the context otherwise indicates or implies, refers to our Company. |
| Our Promoters | Promoters of our Company, namely Varun Sharda and Indra Sharda. For further details, please see the section entitled "*Our Promoters and Promoter Group*" on page 183 of this Prospectus. |
| Promoter Group | The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations. For details, see "*Our Promoters and Promoter Group*" on page 183 of this Prospectus. |

### Company Related Terms

| Term | Description |
|---|---|
| AoA /Articles of Association / Articles | The Articles of Association of or Company, as amended, from time to time |
| Associate | Any person or entity that is an associate under sub-section (6) of section 2 of the Companies Act, 2013, or under applicable accounting standards, as clarified by the SEBI (ICDR) (Amendment) Regulations, 2025. |
| Audit Committee | The Audit Committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management – Committees of our Board of Directors – Audit Committee*" on Page 169 of this Prospectus. |
| Peer Reviewed Auditors/ Statutory Auditor | Statutory and peer review auditor of our Company, namely, M/s O.P. Rathi & Co, Chartered Accountants. |
| Bankers to our company | Banker to our Company, namely Axis Bank Limited. |
| Board of Directors | Board of Directors of our Company or a duly constituted committee thereof. |
| Chief Financial Officer/CFO | Chief Financial Officer of our Company, Mr. Gopalkumar Ambalal Gandhi for details, see "Our Management" on page 169 of this Prospectus. |
| Company Secretary and Compliance Officer | Mukesh Khanna, qualified to be a Company Secretary has been appointed as the Compliance Officer of our Company. |
| Companies Act | The Companies Act, 1956/2013 as amended from time to time |
| Corporate Social Responsibility | Corporate Social Responsibility Committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and as described in "*Our Management –* |

| Term | Description |
|---|---|
| Committee | *Committees of our Board of Directors – Corporate Social Responsibility Committee*" on page 169 of this Prospectus |
| CIN | Corporate Identification Number of our company i.e., U27101WB1996PLC079995 |
| Depositories | National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). |
| Depositories Act | The Depositories Act, 1996, as amended from time to time. |
| Designated Stock Exchange | SME Platform of BSE Limited, unless the context requires otherwise, as per the SEBI (ICDR) (Amendment) Regulations, 2025. |
| Director(s) | Directors on our Board as described in "*Our Management*", beginning on page 169 of this Prospectus. |
| DIN | Director Identification Number. |
| Equity Shares | The equity shares of our Company of face value of ₹ 10 each. |
| Equity Share Holders | Persons/Entities holding equity shares of our company. |
| Executive Directors | Executive Directors are the Managing Director & Whole-time Directors of our Company. |
| Financial Year/Fiscal | The period from April 1 to March 31, as defined under Section 2(41) of the Companies Act, 201 otherwise approved by the Registrar of Companies. |
| Fugitive economic offender | Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018) |
| Group Companies | Companies (other than our Subsidiary) with which there have been related party transactions, during the last three financial years, as covered under the applicable accounting standards and other companies as considered material by the Board of Directors in accordance with the Materiality Policy. |
| HUF | Hindu Undivided Family |
| Independent Directors | Independent directors on our Board, and who are eligible to be appointed as independent directors under the provisions of the Companies Act 2013 and the SEBI Listing Regulations. For details of the Independent Directors, see "*Our Management*" beginning on page 169 of this Prospectus. |
| ISIN | International Securities Identification Number. In this case being INE0PTF01017 |
| KMP/Key Managerial Personnel | Key managerial personnel of our Company in accordance with Regulation 2(1) (bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 as applicable and as further disclosed in "*Our Management*" on page 169 of this Prospectus. |
| Materiality Policy | The policy on identification of group companies, material creditors and material litigation, adopted by our Board of Directors on March 21, 2025 in accordance with the requirements of the SEBI ICDR Regulations. |
| MoA/ Memorandum of Association | The Memorandum of Association of our Company, as amended, from time to time |
| Nomination and Remuneration Committee | Nomination and Remuneration Committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management – Committees of our Board of Directors – Nomination and Remuneration Committee*" on page 169 of this Prospectus |
| Non-Executive Director(s) | Non-executive directors on our Board, as described in "*Our Management*", beginning on page 169 of this Prospectus |
| PCFC Facility | Pre Shipment Credit in Foreign Currency (PCFC) |
| Promoter | The promoters of our Company, being Varun Sharda and Indra Sharda. For details, see "*Our Promoter and Promoter Group*" on page 183 of this Prospectus. |
| Person or Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires. |
| RBI Act | The Reserve Bank of India Act, 1934 as amended from time to time. |
| Promoter Group | 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 Promoter and Promoter Group*" on page 183 of this Prospectus. |
| Registered Office | The registered office of our Company situated at 117A Chittaranjan Avenue, Kolkata-700073, West Bengal, India. |
| Restated Financial Statements/ Restated Financial Information | The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows, for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. |

| Term | Description |
|---|---|
| | Key financial ratios (e.g., P/E, EPS, RoNW) derived from these statements for the year ended March 31, 2025, March 31, 2024 and March 31, 2023, shall be included in Issue advertisements as mandated by the SEBI (ICDR) (Amendment) Regulations, 2025. |
| RoC/Registrar of Companies | Registrar of Companies, Kolkata |
| SEBI/SEBI Act | Securities and Exchange Board of India constituted under the SEBI Act, 1992 as amended from time to time. |
| SEBI (ICDR) Regulations /ICDR Regulation/ Regulation | SEBI (ICDR) Regulations /ICDR Regulation/ Regulation \| SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended by the SEBI (ICDR) (Amendment) Regulations, 2025, including circulars, instructions, and clarifications issued by SEBI from time to time. |
| SEBI (Venture Capital) Regulations | Securities Exchange Board of India (Venture Capital) Regulations, 2000 as amended from time to time |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended. |
| SEBI FII Regulations | Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time. |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time. |
| SEBI Insider Trading Regulations | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions, notifications and clarifications issued by SEBI from time to time. |
| SEBI SBEB Regulations | Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. |
| SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR) | The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time. |
| SEBI Takeover Regulations or SEBI (SAST) Regulations/ SEBI Takeover Regulations/ Takeover Regulations/ Takeover Code | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time. |
| Shareholder(s) | Shareholders of our Company, from time to time |
| Senior Management Personnel | Senior management personnel of our Company in terms of Regulation 2(1) (bbbb) of the SEBI ICDR Regulations as described in "*Our Management – Senior Management Personnel of our Company*" on page 169 of this Prospectus. |
| Stock Exchange/Board | Unless the context requires otherwise, refers to, BSE Limited |
| Stakeholders Relationship Committee | Stakeholders' Relationship Committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management*", beginning on page 169 of this Prospectus |

**Issue Related Terms**

| Term | Description |
|---|---|
| Applicant | Any prospective investor who makes an application for Equity Shares in terms of this Prospectus |
| Abridged Prospectus | Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf |
| Acknowledgement Slip | The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form. |
| Allot/Allotment/ Allotted | Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful applicants, including transfer of the Equity Shares pursuant to the Issue to the successful applicants. |
| Allotment Advice | Note, advice or intimation of Allotment sent to the Applicants 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 | The successful applicant to whom the Equity Shares are being / have been allotted. |

| Term | Description |
|---|---|
| Applicant(s) | Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form and unless otherwise stated or implied includes an ASBA Applicant. |
| Application Supported by Blocked Amount/ASBA | An application, whether physical or electronic, used by ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Issue. |
| ASBA Account | A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form. |
| ASBA Applicant(s) | Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form including through UPI mode (as applicable). |
| ASBA Form | An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Applicant and which will be considered as an application for Allotment in terms of the Prospectus. |
| ASBA Bid | A Bid made by ASBA Bidder |
| Applicant(s) | Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form and unless otherwise stated or implied includes an ASBA Applicant. |
| Bidding Centres | Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch 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. |
| Banker(s) to the Issue | Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Public Issue Account will be opened, in this case being Kotak Mahindra Bank Limited |
| Basis of Allotment | Basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in "*Issue Procedure*" on page 271 of this Prospectus. |
| Bidding Centres | The Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated 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. |
| Business Day | Monday to Friday (except public holidays). |
| Broker Centres | Broker Centres notified by the Stock Exchanges, where Applicants can submit the ASBA Forms to a Registered Broker.<br>The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the website of the Stock Exchange www.bseindia.com and are updated from time to time. |
| BSE SME | The SME Platform of BSE for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations. |
| CAN or Confirmation of Allocation Note | The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange. |
| Client ID | Client identification number maintained with one of the Depositories in relation to demat account. |
| Collecting Depository Participant(s)/ CDP(s) | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the website of BSE (www.bseindia.com). |
| Controlling Branches | Such branches of SCSBs which coordinate Applications under the Issue with the LM, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time. |
| Demographic Details | The demographic details of the Applicants such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable). |
| Depositor/ Depositories | A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). |
| Designated CDP Locations | Such locations of the CDPs where Applicants can submit the Application Forms and in case of Individual Investors only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange. |
| Designated Date | The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of Individual Investors using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue. |

| Term | Description |
|---|---|
| Designated Intermediaries / Collecting Agent | In relation to ASBA Forms submitted by Individual Investors who applies for minimum application size (not using the UPI mechanism) by authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.<br><br>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 Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs.<br><br>In relation to ASBA Forms submitted by QIBs (excluding Anchor Investor) and Non-Institutional Bidders (not using the UPI mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs |
| Designated RTA Locations | Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange. |
| Designated SCSB Branches | Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by Individual Investors where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such INDIVIDUAL INVESTOR using the UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. Intermediaries or at such other website as may be prescribed by SEBI from time to time. |
| Designated Stock Exchange | SME Platform of BSE Limited, unless the context requires otherwise, as per the SEBI (ICDR) (Amendment) Regulations, 2025. |
| DP ID | Depository Participant's identity number |
| Draft Prospectus | The Draft Prospectus dated March 31, 2025 issued in accordance with the Companies Act, 2013 and SEBI ICDR Regulations. |
| Eligible NRI(s) | An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Prospectus will constitutes an invitation to purchase the equity shares. |
| Electronic Transfer of Funds | Refunds through ECS (Electronic Clearing Services), NEFT, Direct Credit or RTGS as applicable. |
| Eligible QFIs | QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depositary participants. |
| Equity Listing Agreements | The listing agreements to be entered into by our Company with the Stock Exchange in relation to our Equity Shares. |
| Escrow Account(s) | Account(s) opened with the Banker(s) to the Issue pursuant to Escrow and Sponsor Bank Agreement. |
| Escrow Agent | Kotak Mahindra Bank Limited |
| Escrow Agreement | Agreement dated July 14, 2025 entered into amongst the Company, Lead Manager, the Registrar and the Banker to the Issue and Sponsor Bank to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account. |
| Escrow Collection Bank | Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being Kotak Mahindra Bank Limited. |
| First Applicant | The Applicant whose name appears first in the Application Form or the Revision Form and in case of a joint Application and whose name shall also appear as the first holder of the beneficiary account held in joint names or any revisions thereof. |
| Foreign Portfolio Investor(s) / FPIs | Foreign Portfolio Investor as defined under SEBI FPI Regulations |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 |
| Floor Price | The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted. |
| General Corporate Purposes | Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document. |
| General Information Document/ GID | The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, notified by SEBI, |

| Term | Description |
|---|---|
| | suitably modified and included in the chapter titled "*Issue Procedure*" beginning on page 271 of this Prospectus. |
| Issue Agreement | The agreement dated March 22, 2025 between our Company and the LM, pursuant to which certain arrangements are agreed to in relation to the Issue. |
| Individual Investors | Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who applies for minimum application size |
| Individual Investor Portions | Portion of the Issue being not less than 50% of the Net Issue consisting of 10,28,000 Equity Shares which shall be available for allocation to IIBs (subject to valid Bids being received at or above the Issue Price), which shall not be less than the minimum Bid Lot subject to availability in the IndividualPortion, and the remaining Equity Shares to be Allotted on a proportionate basis |
| Issue Price | The price at which the Equity Shares are being issued by our Company in consultation with the Lead Manager being ₹ 65/- per share. |
| Issue Proceeds | The proceeds of the Issue which shall be available to our Company. For further information about use of the Issue Proceeds, see "*Objects of the Issue*" on page 83 of this Prospectus. |
| Issue Period | The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their applications. |
| Issue Opening | The date on which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being July 21, 2025 |
| Issue Closing | The date after which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being July 23, 2025 |
| ISIN | INE0PTF01017 |
| Issue/Issue Size | Initial Public Offering of 21,64,000 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹ 65/- each, aggregating to ₹ 1,406.60 lacs. |
| Listing Agreement | The Equity Listing Agreement to be signed between our Company and BSE Limited |
| Lead Manager/ LM | The Lead Manager to the Issue, being Horizon Management Private Limited. |
| Lot Size | The Market lot and Trading lot for the Equity Share is 2000 equity shares and in multiples of 2000 equity shares thereafter; subject to a minimum allotment of 2000 equity shares to the successful applicants. |
| Market Maker | Market Maker of the Company, in this case being Horizon Financial Consultants Private Limited |
| Market Maker Reservation Portion | The Reserved portion of 1,10,000 Equity shares of ₹ 10/- each at an Issue Price of ₹ 65/- aggregating to ₹ 71.50 lakhs for Designated Market Maker in the Public Issue of our Company. |
| Market Making Agreement | The Market Making Agreement dated June 04, 2025among the Market Maker, the Lead Manager and our Company. |
| Minimum Application Size | The minimum application size shall be two lots provided that the minimum application size shall be above ₹ 2 Lakhs |
| Mobile App(s) | The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be updated from time to time, which may be used by IIBs to submit Applications using the UPI Mechanism. |
| Mutual Fund | A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended. |
| Net Proceeds | Proceeds of the Issue less our Company's share of Issue related expenses. For further information about the Issue related expenses, see "*Objects of the Issue*" on page 83 of this Prospectus. |
| Net Issue | The Issue (excluding the Market Maker Reservation Portion) of 20,54,000 Equity Shares of ₹ 10/- each at ₹ 65/- per Equity Share including share premium of ₹ 55/- per Equity Share aggregating to ₹ 1,335.10 Lakhs. |
| Non-Institutional Applicant / Investors | All Applicants (including Eligible NRIs), who are not Individual Investor who applies minimum application size and who have applied for Equity Shares for an amount of more than 2,00,000. |
| Non-IndividualPortion including Qualified Institution Buyers (NRII) | The remaining portion of the Net Issue including 10,26,000 Equity Shares, after retails portion, being not more than 50% of the Net issue which shall be available for allocation to NRIIs in accordance with the SEBI ICDR Regulations. |
| Non-Resident/ NR | A person resident outside India, as defined under FEMA and includes a non-resident Indian, FPIs and FVCIs. |

| Term | Description |
|---|---|
| Other Investor | Investors other than Individual Investors. These include individual applicants other than Individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for. |
| Overseas Corporate Body/ OCB | Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. |
| Pay-in-Period | The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date. |
| Payment through electronic transfer of funds | Payment through NECS, NEFT or Direct Credit, as applicable. |
| Prospectus | The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing., inter alia, the Issue Price, the size of the Issue and certain other information, including any addenda or corrigenda thereto. |
| Public Issue Account | Account opened with Bankers to the Issue for the purpose of transfer of monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date. |
| Public Issue Account Bank | A bank which is a clearing member and registered with SEBI as a banker to an issue and with which the Public Issue Account for collection of Application Amounts from Escrow Account(s) and ASBA Accounts will be opened, in this case being Kotak Mahindra Bank Limited. |
| Qualified Foreign Investors / QFIs | Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI. |
| Qualified Institutional Buyers / QIBs | Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations. |
| Registered Brokers | Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI. |
| Registrar Agreement | The registrar agreement dated March 19, 2025 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue. |
| Registrar and Share Transfer Agents/ RTAs | The registrar and the share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars issued by SEBI as per the list available on the website of BSE. |
| Registrar to the Issue / Registrar | Accurate Securities & Registry Private Limited [SEBI Registration No. INR000004173] |
| Revision Form | Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s).<br>Non-Institutional Bidders are not allowed to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Individual Applicants can revise their Application during the Issue Period and withdraw their Applications until Issue Closing Date. |
| Refund account | Account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made |
| Refund Bank | Bank which is a clearing member and registered with SEBI as a banker to an issue under the SEBI BTI Regulations and with whom the Refund Account will be opened, in this case being Kotak Mahindra Bank Limited |
| Securities laws | Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board. |
| Stock Appreciation Rights / SARs | Rights granted under an employee stock scheme as per Regulation 17 of the SEBI ICDR Regulations, entitling employees to share value appreciation, fully exercised SARs being exempt under Regulation 5(2). |
| SEBI Master Circular | Master circular dated June 21, 2023 issued by the Securities and Exchange Board of India in order to enable the stakeholders to have access to all circulars/directions issued under the relevant provisions of the SEBI ICDR Regulations, 2018 at one place. |

| Term | Description |
|---|---|
| Self-Certified Syndicate Banks or SCSBs | The banks registered with SEBI, offering services (i) in relation to ASBA (other than through 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 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. |
| Sponsor Bank | The Banker to the Issue registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Individual Investors into the UPI and carry out other responsibilities, in terms of the UPI Circulars. |
| Systemically Important Non-Banking Financial Companies | Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations. |
| TRS/Transaction Registration Slip | The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application. |
| Underwriter | Underwriter to this Offer being Horizon Management Private Limited |
| Underwriting Agreement | The agreement dated June 04, 2025 entered into among the Underwriter and our Company prior to the filing of the Prospectus with the RoC. |
| Unified Payment Interface or UPI | Unified Payment Interface is an instant payment system developed by National Payments Corporation of India, which enables merging several banking features, seamless fund routing and merchant payments into one hood. It allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a persons' bank account. |
| UPI | Unified Payment Interface. |
| UPI Circulars / SEBI UPI Circulars | SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, the SEBI Master Circular and any subsequent circulars or notifications issued by SEBI or any other governmental authority 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 IIB by way of a notification on the UPI application and by way of a SMS directing the IIB to such UPI application) to the IIB 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. |
| UPI Mechanism | Process for applications by IIBs submitted with intermediaries with UPI as mode of payment, in terms of the UPI Circulars. |
| UPI PIN | Password to authenticate UPI transaction. |
| Wilful Defaulter(s) or Fraudulent Borrower(s) | Company or person, as the case may be, categorized as a wilful defaulter(s) or fraudulent borrower(s) by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by RBI and in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations. |
| Working Day | Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Issue Period, Working Days shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Days shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars. |

**Technical and Industry Related Terms**

| Abbreviation | Description |
|---|---|
| AA | Aluminium Association |
| ACI | Alloy Casting Institute |
| BOM | Bill of Materials |
| CAD | Computer-Aided Design |
| CAM | Computer-Aided Manufacturing |
| CNC | Computer Numerical Control |
| DC | Die Casting |
| DFM | Design for Manufacturing |
| FEA | Finite Element Analysis |
| HPDC | High-Pressure Die Casting |
| IPM | Inches Per Minute |
| ISO | International Organization for Standardization |
| LPDC | Low-Pressure Die Casting |
| MRP | Material Requirements Planning |
| NDT | Non-Destructive Testing |
| OEM | Original Equipment Manufacturer |
| PMC | Permanent Mold Casting |
| QA | Quality Assurance |
| QC | Quality Control |
| RPM | Revolutions Per Minute |
| SC | Sand Casting |
| SFM | Surface Feet Per Minute |
| TQM | Total Quality Management |
| VDC | Vacuum Die Casting |
| IQT | Induction Heating & Quenching |
| FG | Finished Goods |

**CONVENTIONAL AND GENERAL TERMS AND ABBREVIATIONS**

| Abbreviation | Full Form Description |
|---|---|
| Rs./ Rupees/ INR/ ₹ | Indian Rupees |
| AS / Accounting Standard | Accounting Standards as issued by the Institute of Chartered Accountants of India |
| A/c | Account |
| AGM | Annual General Meeting |
| AIF(s) | Alternative Investment Funds |
| AS | Accounting Standards issued by the Institute of Chartered Accountants of India |
| B. A | Bachelor of Arts |
| B. Com | Bachelor of Commerce |
| B. E | Bachelor of Engineering |

| Abbreviation | Full Form Description |
|---|---|
| B. Sc | Bachelor of Science |
| Bn | Billion |
| BG/LC | Bank Guarantee / Letter of Credit |
| BIFR | Board for Industrial and Financial Reconstruction |
| LM | Lead Manager |
| CAGR | Compounded Annual Growth Rate. |
| Category I AIF | AIFs which are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations. |
| Category II AIF | AIFs which are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations. |
| Category III AIF | AIFs which are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulation. |
| Category I FPI(s) | FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations. |
| Category II FPI(s) | FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations |
| Category III FPIs | FPIs who are registered as Category III FPIs under the SEBI FPI Regulations, and shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices. |
| CDSL | Central Depository Services (India) Limited. |
| CFO | Chief Financial Officer |
| CIN | Corporate Identification Number |
| CIT | Commissioner of Income Tax |
| CLRA | Contract Labour (Regulation and Abolition) Act, 1970. |
| Companies Act | Companies Act, 1956 and / or the Companies Act, 2013 as applicable. |
| Companies Act 1956 | Companies Act, 1956, and the rules thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections). |
| Companies Act 2013 | Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder. |
| Consolidated FDI Policy | The consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time. |
| CRAR | Capital to Risk Asset Ratio |
| CSR | Corporate social responsibility |
| CA | Chartered Accountant |
| CAIIB | Certified Associate of Indian Institute of Bankers |
| CB | Controlling Branch |
| CC | Cash Credit |
| Depository(ies) | NSDL and CDSL, both being depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996. |
| DP or Depository Participant | A depository participant as defined under the Depositories Act |
| Depositories Act | The Depositories Act, 1996 |
| DIN | Director Identification Number |
| DIPP | Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI |
| DP ID | Depository Participant's Identity Number |
| DPIIT | Department for Promotion of Industry and Internal Trade, Ministry of Term Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) |
| EBITDA | Earnings Before Interest, Tax, Depreciation and Amortization |
| EGM | Extraordinary General Meeting |
| ECS | Electronic Clearing System |

| Abbreviation | Full Form Description |
|---|---|
| EPF Act | Employees' Provident Fund and Miscellaneous Provisions Act, 1952 |
| EPS | Earnings per share |
| ESI Act | Employees' State Insurance Act, 1948 |
| ESOP | Employee Stock Option Plan |
| EXIM/ EXIM Policy | Export – Import Policy |
| FCNR Account | Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA |
| FDI | Foreign direct investment |
| FEMA | The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder |
| FEMA Regulations | The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 duly amended |
| Financial Year/Fiscal | The period from April 1 to March 31, as defined under Section 2(41) of the Companies Act, 2013, unless otherwise approved by the Registrar of Companies. |
| FPIs | A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 |
| FVCI | Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI |
| FBT | Fringe Benefit Tax |
| FIs | Financial Institutions |
| FTA | Foreign Trade Agreement |
| FEMA | Foreign Exchange Management Act, 1999, including the rules and regulations thereunder |
| FEMA Rules | Foreign Exchange Management (Non-debt Instruments) Rules, 2019 |
| Finance Act | Finance Act, 1994 |
| Fraudulent Borrower | A fraudulent borrower as defined in Regulation 2(1)(lll) of the SEBI ICDR Regulations. |
| FV | Face Value |
| Fugitive Economic Offender | An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018 |
| GAAR | General Anti-Avoidance Rules |
| GDP | Gross Domestic Product |
| GoI / Government | The Government of India |
| GIR Number | General Index Registry Number |
| GVA | Gross Value Added |
| GST | Goods and services tax |
| HUF(s) | Hindu Undivided Family(ies) |
| HNI | High Net Worth Individual |
| ICAI | Institute of Chartered Accountants of India |
| ICSI | Institute of Company Secretaries of India |
| IFRS | International Financial Reporting Standards |
| IFSC | Indian Financial System Code |
| Income Tax Act / IT Act | Income Tax Act, 1961 |
| Ind AS | The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended |
| Ind AS Rules | Companies (Indian Accounting Standards) Rules, 2015, as amended |
| India | Republic of India |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| INR or ₹ or Rs. Or Indian Rupees | Indian Rupee, the official currency of the Republic of India. |

| Abbreviation | Full Form Description |
|---|---|
| IPO | Initial public offering |
| IRDAI | Statutory body constituted under the Insurance Regulatory and Development Authority Act, 1999 |
| IRR | Internal rate of return |
| IMPS | Immediate Payment Service |
| IST | Indian Standard Time |
| Insolvency Code | Insolvency and Bankruptcy Code, 2016 |
| ISIN | International Securities Identification Number |
| IT | Information Technology |
| KYC | Know your customer |
| Lacs | Lakhs |
| LIBOR | London Inter-Bank Offer Rate |
| MCA | The Ministry of Corporate Affairs, GoI |
| Mn / mn | Million |
| Mutual Funds | Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 |
| N.A. or NA | Not Applicable |
| NACH | National Automated Clearing House, a consolidated system of ECS. |
| NAV | Net Asset Value |
| NECS | National Electronic Clearing Services |
| NEFT | National Electronic Fund Transfer |
| NRO | Non-resident ordinary account |
| NRI | Non Resident Indian |
| NSDL | National Securities Depository Limited |
| NPCI | National Payments Corporation of India |
| NSE | National Stock Exchange of India Limited |
| OCB or Overseas Corporate Body | A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue. |
| p.a. | Per annum |
| P/E Ratio | Price/Earnings Ratio |
| PAN | Permanent account number |
| PAT | Profit after tax |
| PIO | Person of India Origin |
| Payment of Bonus Act | Payment of Bonus Act, 1965 |
| Payment of Gratuity Act | Payment of Gratuity Act, 1972 |
| RBI | The Reserve Bank of India |
| RBI Act | Reserve Bank of India Act, 1934 |
| Regulation S | Regulation S under the Securities Act |
| RTI | Right to Information, in terms of the Right to Information Act, 2005 |
| RTGS | Real Time Gross Settlement |
| Rule 14A | Rule 14A under the Securities Act |
| ₹/Rs./ Rupees/ Indian Rupees | The lawful currency of India |
| SCRA | Securities Contract (Regulation) Act, 1956 |
| SCRR | The Securities Contracts (Regulation) Rules, 1957 |
| SEBI | The Securities and Exchange Board of India constituted under the SEBI Act |
| SEBI Act | The Securities and Exchange Board of India Act, 1992 |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012 |

| Abbreviation | Full Form Description |
|---|---|
| SEBI Depository Regulations | Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 |
| SEBI ICDR Regulations | The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 |
| SEBI FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 |
| SEBI Ind AS Transition Circular | SEBI Circular No. SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 |
| SEBI Listing Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| SEBI SBEB Regulations | Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 |
| SEBI Merchant Bankers Regulation | Securities and Exchange Board of India (Merchant Bankers) Regulations,1992 |
| SEBI Takeover Regulations | The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 |
| Securities Act | The United States Securities Act of 1933. |
| Stamp Act | The Indian Stamp Act, 1899 |
| Stock Exchange | Unless the context requires otherwise, refers to, the SME Platform of BSE Limited. |
| STT | Securities Transaction Tax |
| SME | Small and Medium Enterprises |
| State Government | The government of a state in India |
| Trademarks Act | Trademarks Act, 1999 |
| TAN | Tax deduction account number |
| TDS | Tax deducted at source |
| US$/ USD/ US Dollar | United States Dollar, the official currency of the United States of America |
| USA/ U.S./ US | United States of America, its territories and possessions, any state of the United States of America and the District of Columbia |
| U.S. Holder | United States of America, its territories and possessions, any state of the United States of America and the District of Columbia |
| U.S. GAAP | Generally Accepted Accounting Principles in the United States of America |
| VAT | Value Added Tax |
| VCFs | Venture Capital Funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be |
| w.e.f. | With effect from |
| Year/Calendar Year | Unless context otherwise requires, shall refer to the twelve-month period ending December 31 |

Notwithstanding the foregoing, terms in "***Description of Equity Shares and Terms of Articles of Association***", "***Statement of Tax Benefits***", "***Industry Overview***", "***Key Industrial Regulations and Policies***", "***Financial Information***", "***Outstanding Litigation and Material Developments***" and "***Issue Procedure***" on pages 303, 95, 105, 150, 193 and 271 respectively of this Prospectus, will have the meaning ascribed to such terms in these respective sections.

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

### Certain Conventions

All references to "India" contained in this 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.

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

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

### Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Prospectus has been derived from our Restated Financial Information. For further information, please see the section titled "*Financial Information*" on page 193 of this Prospectus.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and liabilities as on March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023, the Financial Statement of Significant Accounting Policies and other explanatory information annexed to this report, along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 32 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.

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

Any percentage amounts, as set forth in the sections / chapters titled *"Risk Factors"*, *"Our Business"* and *"Management's Discussion and Analysis of Financial Position and Results of Operations"* beginning on Page Nos. 30, 125 and 223, respectively of this Prospectus and elsewhere in this Prospectus, unless otherwise indicated, have been calculated on the basis of our Restated Financial Statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places including percentage figures in "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 125, and respectively, this Prospectus.

**Currency and Units of Presentation**

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America.

Our Company has presented all numerical information in is Prospectus in "lacs" units or in whole numbers where the numbers have been too small to represent in lacs. One lac represents 1,00,000 and one million represents 10,00,000.

**Definitions**

For Definations, please refer to chapter titled *"Defination and Abbreviations"* on page no. 3 of this Prospectus. In the Section Titled "*Main Provisions of The Articles of Association"* beginning on page 303 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

**Exchange rates**

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

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

| Currency | Exchange rate as on (in ₹) | | |
|---|---|---|---|
| | March 31, 2025 | March 31, 2024* | March 31, 2023 |
| 1 USD | 85.42 | 83.37 | 82.22 |

**Since, March 31, 2025 was a public holiday and March 30, 2025 and March 29, 2025 were Sunday and Saturday respectively, the exchange rate as of March 28, 2025 has been considered.*
*(Source: www.rbi.org.in and www.fbil.org.in)*

**Industry and Market Data**

Unless stated otherwise, the industry and market data and forecasts used throughout this Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

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

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

In accordance with the SEBI ICDR Regulations, "*Basis for Issue Price*" on page 95 of this Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the LM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors*" on page 30 of this Prospectus.

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*Pursuant to Schedule VI of Securities and Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2018)*

## FORWARD-LOOKING STATEMENTS

This Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "propose", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

All 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. These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate 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 which have an impact on its business activities or investments, 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 and taxes and changes in competition in the industries in which we operate.

Certain important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- General economic and business conditions in the markets in which we operate and in the local, regional and national & international economies;
- Any change in government policies resulting in increase in taxes payable by us;
- Our ability to retain our key management personnel and to attract and retain qualified personnel;
- Our ability to successfully implement our growth strategy and expansion plans, technological initiatives, and to launch and implement various projects and business plans for which funds are being raised through this Issue;
- Our ability to respond to technological changes;
- Changes in laws and regulations that apply to the industries in which we operate
- Potential mergers, acquisitions restructurings and increased competition;
- Inability to successfully obtain registrations in a timely manner or at all;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Our ability to meet our capital expenditure requirements;
- General social and political conditions in India which have an impact on our business activities or investments;
- Occurrence of Environmental Problems & Uninsured Losses;
- Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
- Any failure to raise additional financing for our Company could have an adverse effect on our business, results of operations, financial condition and cash flows.
- The performance of the financial markets in India and globally;
- Global distress due to pandemic, war or by any other reason.
- Unsecured loan taken by our Company from our Promoters and directors can be recalled at any time.
- Inability to collect receivables and default in payment from our dealers or customers could result in reduced profits and affect our cash flows.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see section "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Position and Results of Operations***" beginning on pages 30, 125 and 223 respectively, of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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 future performance.

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

In accordance with the SEBI ICDR Regulations, our Company, the Promoter and the Lead Manager will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Issue.

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*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## SUMMARY OF THE OFFER DOCUMENT

*The following is a general summary of the terms of the Issue and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this 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 Prospectus, including the sections titled "**Risk Factors**", "**The Issue**", "**Capital Structure**", "**Objects of the Issue**", "**Industry Overview**", "**Our Business**", "**Our Promoter and Promoter Group**", "**Restated Financial Statements**", "**Outstanding Litigation and Other Material Developments**" and "**Issue Procedure**" on pages 30*, 57, 71, 83, 105, 125, 183, 193, 232 *and 271 respectively of this Prospectus.*

### 1. Summary of the Industry in which the Company operates:

The world production of Primary Aluminium Metal during Apr'2024-Jan'2025 was about 60.634 million tonnes against world consumption of 60.229 million tonnes, resulting in a surplus of 0.405 million tonnes. During Jan'25-Mar'25 (Q1-CY 2025), the world consumption of Primary Aluminium Metal is expected to be 18.109 million tonnes against world production of around 17.879 million tonnes, implying a deficit of 0.230 million tonnes. The share of India in the world primary Aluminium production was around 5.8% during Apr-Jan-2025.
(Source: *https://mines.gov.in/admin/storage/ckeditor/_Jaunary_2025_1740740081.pdf* )

Aluminium casting represents a sophisticated manufacturing process where molten aluminium is carefully poured into precisely engineered molds, enabling the creation of intricate and complex components essential for various high-performance industries, including automotive manufacturing, electrical quipments, aerospace applications, and renewable energy systems.

In 2022, the die casting segment was the largest revenue generator, and is anticipated to grow at a CAGR of 5.4% during the forecast period. Die casting is one of the aluminium casting processes where molten metal is forced under high pressure into the mold cavity. This mold cavity is made by using hardened tools steel dies that have a specific shape and size of the desired casting. Generally, die castings are made from non-ferrous metals such as zinc, magnesium, lead, and others.

For further details, please refer to chapter titled "*Industry Overview*" beginning on page 105 of this Prospectus.

### 2. Summary of the primary business of our Company:

Our Company started its operation in the year 1996 with the object of business of aluminium castings by setting up a foundry. Presently our company has advanced machinine, inspection and testing facilities in India which is backed with an efficient team of metallurgists and professionals. Our Company have long expertise in offering tailored casting products to the domestic and international clients. Our Company has built a strong reputation for delivering high-quality aluminium castings, earning the trust of several long-standing multinational corporations (MNCs) as its customers.

Our Company mainly caters to MNCs and large corporates across industries such as electrical and railways. The company's ability to deliver customized solutions through advanced casting techniques like sand casting, gravity die casting, and centrifugal casting has further strengthened its position as a preferred partner for global brands.

For further details, please refer to chapter titled "*Our Business*" beginning on page 125 of this Prospectus.

### 3. Names of the Promoters

Varun Sharda and Indra Sharda are the Promoters of our company. For further details, please refer the section titled "***Our Promoter and Promoter Group***" beginning on page 183 of this Prospectus.

### 4. Details of the Issue:

Initial Public Issue of 21,64,000 Equity Shares of face value of ₹ 10/- each of the company for cash at a price of ₹ 65/- per Equity Share (including a share premium of ₹ 55/- per Equity Share) aggregating to ₹ 1406.60 lakhs ("**The Issue**"), out of which 1,10,000 Equity Shares of face value of ₹ 10/- each aggregating to ₹ 71.50 lakhs will be reserved for subscription by the Market Maker to the issue (the "**Market Maker Reservation Portion**"). The

Issue less Market Maker Reservation Portion i.e. Issue of 20,54,000 Equity Shares of face value of ₹ 10/- each, at an issue price of ₹ 65/- per Equity Share for cash, aggregating to ₹ 1,335.10 lakhs is hereinafter referred to as the **"Net Issue"**. The Public Issue and Net Issue will constitute 26.51 % and 25.16 % respectively of the post- issue paid-up Equity Share Capital of our Company.

**5. Objects of the Issue:**

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

*(₹ in lakhs)*

| Sr. No. | Particulars | Amount |
|---|---|---|
| 1. | Gross Proceeds from the Issue | ₹ 1,406.60 |
| 2. | Less: Issue related expenses | ₹ 196.92 |
| Net Proceeds from the Issue | | ₹ 1,209.68 |

**6. Utilization of Net Issue Proceeds**

The details of the utilisation of Net Proceeds of the Issue are set out in the following table:

(₹ *in Lakhs*)

| Sr. No. | Particulars | Estimated amount |
|---|---|---|
| 1 | Capital Expenditure for acquisition of Plant & Machinery and Construction of Shed & Building | ₹ 500.00 |
| 2 | Working Capital Requirements | ₹ 550.00 |
| 3 | General corporate purposes [(1)] | ₹ 159.68 |

*[(1)] The amount utilised for general corporate purposes does exceed 15% of the Gross Proceeds of the Issue or ₹ 10.00 crores, whichever is less*

For further details, please see chapter titled "*Objects of the Issue*" beginning on page 83 of this Prospectus.

**7. Aggregate Pre-Issue Shareholding of our Promoters and Promoter Group:**

Our Promoters and Promoter Group collectively holds 60,00,000 Equity Shares of our company aggregating to 100% of the Pre-Issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and the Promoter Group, as on the date of this Prospectus:

| S. No. | Name | Pre - Issue Capital | | Post-Issue Capital | |
|---|---|---|---|---|---|
| | | No. of equity Shares | As a % of Issued Capital | No. of equity shares | As a % of Issued Capital |
| **Promoter** | | | | | |
| 1. | Varun Sharda | 22,02,400 | 36.71 | 22,02,400 | 26.98 |
| 2. | Indra Sharda | 23,57,200 | 39.29 | 23,57,200 | 28.87 |
| | **Total** | **45,59,600** | **76.00** | **45,59,600** | **55.85** |
| **Promoter Group** | | | | | |
| 3. | Anuj Sharda | 6,09,600 | 10.16 | 6,09,600 | 7.47 |
| 4. | Varsha Sharda | 2,48,000 | 4.13 | 2,48,000 | 3.04 |
| 5. | Anju Sharda | 3,00,000 | 5.00 | 3,00,000 | 3.67 |
| 6. | Aloke Sharda (HUF) | 1,80,000 | 3.00 | 1,80,000 | 2.20 |
| 7. | Varun Sharda (HUF) | 1,02,800 | 1.71 | 1,02,800 | 1.26 |
| | **Total** | **14,40,400** | **24.00** | **14,40,400** | **17.64** |
| **Grand Total** | | **60,00,000** | **100.00** | **60,00,000** | **73.49** |

For further details, please refer the section titled "***Capital Structure***" beginning on page 71 of this Prospectus.

**8. Aggregate shareholding of Promoter / Promoter Group and Additional Top 10 Shareholders of the**

**Company as at Allotment:**

| S. No. | Names | Pre-Issue shareholding as at the date of Advertisement | | Post-Issue shareholding as at Allotment*^ | | | |
|---|---|---|---|---|---|---|---|
| | | | | At the Issue Price (₹65) | | At the issue Price (₹65) | |
| | | No. of equity Shares | As a % of Pre-Issue Capital | No. of equity shares | As a % of Pre-Issue Capital | No. of equity shares | As a % of Post Issue Capital |
| **A. Promoters** | | | | | | | |
| 1. | Varun Sharda | 22,02,400 | 36.71 | 22,02,400 | 26.98 | 22,02,400 | 26.98 |
| 2. | Indra Sharda | 23,57,200 | 39.29 | 23,57,200 | 28.87 | 23,57,200 | 28.87 |
| **Total** | | **45,59,600** | **76.00** | **45,59,600** | **55.85** | **45,59,600** | **55.85** |
| **B. Promoters' Group** | | | | | | | |
| 3. | Anuj Sharda | 6,09,600 | 10.16 | 6,09,600 | 7.47 | 6,09,600 | 7.47 |
| 4. | Varsha Sharda | 2,48,000 | 4.13 | 2,48,000 | 3.04 | 2,48,000 | 3.04 |
| 5. | Anju Sharda | 3,00,000 | 5.00 | 3,00,000 | 3.67 | 3,00,000 | 3.67 |
| 6. | Aloke Sharda (HUF) | 1,80,000 | 3.00 | 1,80,000 | 2.20 | 1,80,000 | 2.20 |
| 7. | Varun Sharda (HUF) | 1,02,800 | 1.71 | 1,02,800 | 1.26 | 1,02,800 | 1.26 |
| **Total** | | **14,40,400** | **24.00** | **14,40,400** | **17.64** | **14,40,400** | **17.64** |
| **Total shareholding of Promoters and Promoter Group** | | **60,00,000** | **100.00%** | **60,00,000** | **73.49** | **60,00,000** | **73.49** |

**Based on the Issue price of ₹ 65/- and subject to finalization of the basis of allotment*
*^To be updated at the time of filing of Prospectus*

## 9. Summary of Financial Information:

A summary of the financial information of our Company as derived from the Restated Financial Statements for the financial years ended on March 31, 2025, March 31, 2024 and March 31, 2023 are as follows:

*(₹ in Lakhs, except per share data)*

| Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| Equity Share Capital | 600.00 | 150.00 | 150.00 |
| Net Worth | 1,066.98 | 803.49 | 738.51 |
| Revenue from Operations | 2,966.12 | 2,277.24 | 2,401.09 |
| Restated profit for the year | 263.49 | 64.98 | 58.47 |
| Restated Basic Earnings per Share (Post Bonus) | 4.39 | 1.08 | 0.97 |
| Restated Diluted Earnings per Share (Post Bonus) | 4.39 | 1.08 | 0.97 |

| | | | |
|---|---|---|---|
| Restated Net Asset Value per Share (Post Bonus) | 17.78 | 13.39 | 12.31 |
| Total Borrowings | 911.65 | 897.43 | 963.61 |

For further details, please refer the section titled "***Restated Financial Statements***" on page 193 of this Prospectus.

**10. Auditor Qualifications which have not been given effect to in the Restated Financial Statements**

The Restated Financial Information does not contain any qualification by the Statutory Auditors.

**11. Summary of Outstanding Litigations:**

A summary of outstanding litigation proceedings involving our Company, Directors, and Promoters to the extent applicable, as on the date of this Prospectus is provided below:

| Nature of Cases | Number of outstanding cases | Amount Involved* *(₹ in Lakhs)* |
|---|---|---|
| ***Litigation involving our Company*** | | |
| Criminal proceedings against our Company | Nil | Nil |
| Criminal proceedings by our Company | Nil | Nil |
| Material civil litigation against our Company | Nil | Nil |
| Material civil litigation by our Company | Nil | Nil |
| Actions by statutory or regulatory Authorities | Nil | Nil |
| Direct and indirect tax proceedings | Nil | Nil |
| ***Litigation involving our Directors (other than Promoter)*** | | |
| Criminal proceedings against our Directors | Nil | Nil |
| Criminal proceedings by our Directors | Nil | Nil |
| Material civil litigation against our Director | Nil | Nil |
| Material civil litigation by our Director | Nil | Nil |
| Actions by statutory or regulatory authorities | Nil | Nil |
| Direct and indirect tax proceedings | Nil | Nil |
| ***Litigation involving our Promoter*** | | |
| Criminal proceedings against our Promoter | Nil | Nil |
| Criminal proceedings by our Promoter | Nil | Nil |
| Material civil litigation against our Promoter | Nil | Nil |
| Material civil litigation by our Promoter | Nil | Nil |
| Actions by statutory or regulatory authorities | Nil | Nil |
| Direct and indirect tax proceedings | Nil | Nil |
| ***Litigation involving our Group Company*** | | |
| Material civil litigation against our Group company | 01 | 33.40 |

**To the extent quantifiable*

For further details, please refer section titled "***Outstanding Litigation and Material Developments***" beginning on page 232 of this Prospectus.

## 12. Risk Factors

For details on the risks involved in our business, please refer the section titled "***Risk Factors***", beginning on page 30 of this Prospectus, to have an informed view before making an investment decision.

## 13. Summary of Contingent Liabilities and Commitments:

A summary of the financial information of our Company as derived from the Restated Financial Statements for the financial years ended on March 31, 2025, March 31, 2024 and March 31, 2023 are as follows:

*(₹ in lakhs)*

| Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| **I. Contingent Liabilities** | | | |
| Bank Guarantees & LC's issued by banks on behalf of the Company | 199.50 | 126.28 | 153.86 |
| **II. Commitments** | | | |
| Capital commitments | - | - | - |
| **Total** | **199.50** | **126.28** | **153.86** |

For further details of our contingent liabilities as per AS 29 – Provisions, Contingent Liabilities and Contingent Assets, see "*Restated Financial Statements – Annexure 5 Note 26*: *Contingent Liabilities & Commitments"*.

## 14. Summary of Related Party Transactions:

Following are the details of Related Party Transactions as per the Restated Financial Information as at and for the Financial Years ended on March 31, 2025, March 31, 2024 and March 31, 2023:

*(₹ in Lakhs)*

| Particulars | Nature of relationship | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|---|
| **Salary & Remuneration** | | | | |
| Mr. Varun Sharda | Director | 18.00 | 24.00 | 24.00 |
| Mrs. Varsha Sharda | Director | - | - | 15.60 |
| Mr. Nirmal Lunia* | Director | 4.61 | 5.26 | 5.28 |
| Mr. Anuj Sharda | Relative of Director | - | 12.00 | 18.00 |
| Mrs. Anju Sharda | Relative of Director | 14.40 | 12.00 | 11.70 |
| Mrs. Indra Sharda | Relative of Director | - | - | 8.40 |
| **Loan taken** | | | | |
| Mr. Varun Sharda | Director | 38.00 | 39.76 | 16.59 |
| Mrs. Varsha Sharda | Director | - | - | - |
| Mr. Anuj Sharda | Shareholder / Relative of Director | 15.00 | 115.36 | 52.00 |
| Mrs. Anju Sharda | Shareeholder / | - | - | 2.40 |
| Mr. Sanath Sharda | Relative of Director | - | 5.00 | - |
| Mrs. Indra Sharda | Shareeholder / | 77.50 | 71.07 | 121.12 |

| Particulars | Nature of relationship | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|---|
| Mr. Aloke Sharda | Director ** | - | - | 12.71 |
| M/s Varun Sharda HUF | Shareeholder / | - | 8.00 | - |
| M/s Aloke Sharda HUF | Relative of Director | - | - | 4.50 |
| **Loan repaid** | - | | | |
| Mr. Varun Sharda | Director | 59.87 | 21.01 | 13.00 |
| Mrs. Varsha Sharda | Director | - | - | 1.15 |
| Mr. Anuj Sharda | Relative of Director | 67.44 | 57.34 | 53.07 |
| Mrs. Anju Sharda | Relative of Director | 0.07 | 3.43 | 35.11 |
| Mr. Sanath Sharda | Relative of Director | - | 0.01 | - |
| Mrs. Indra Sharda | Relative of Director | 132.22 | 126.65 | 11.19 |
| Mr. Aloke Sharda | Director ** | - | - | 67.79 |
| M/s Varun Sharda HUF | Relative of Director | - | 8.65 | - |
| M/s Aloke Sharda HUF | Relative of Director | - | 3.96 | 1.49 |
| **Interest expense** | | | | |
| Mr. Varun Sharda | Director | 1.30 | 0.48 | - |
| Mrs. Varsha Sharda | Director | - | - | - |
| Mr. Anuj Sharda | Relative of Director | 2.09 | 1.13 | 0.68 |
| Mrs. Anju Sharda | Relative of Director | - | 0.08 | 0.79 |
| Mr. Sanath Sharda | Relative of Director | 0.39 | 0.10 | - |
| Mrs. Indra Sharda | Relative of Director | 3.95 | 8.89 | 4.59 |
| Mr. Aloke Sharda | Director ** | - | - | - |
| M/s Varun Sharda HUF | Relative of Director | - | 0.56 | - |
| M/s Aloke Sharda HUF | Relative of Director | - | 0.28 | 0.67 |
| **Advance given against Salary/ Expenses** | | | | |
| Mrs. Varsha Sharda | Director | - | 9.46 | 0.31 |
| Mr. Anuj Sharda | Relative of Director | - | - | 7.09 |
| Mrs. Anju Sharda | Relative of Director | - | 3.99 | 2.49 |
| Mr. Nirmal Lunia* | Director | - | 0.18 | 0.37 |
| **Rent income** | | | | |
| Mrs. Anju Sharda | Relative of Director | 0.44 | 0.12 | - |

| Particulars | Nature of relationship | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|---|
| Vidya Metcorp | Associate enterprise | 48.00 | 48.00 | 10.40 |
| **Sale of goods/ services** | | | | |
| Vidya Metcorp | Associate enterprise | - | 3.23 | 1.67 |
| Metal Forms | Associate enterprise | 1.01 | 0.70 | 8.45 |
| **Purchase of goods** | | | | |
| Vidya Metcorp | Associate enterprise | - | - | 254.09 |
| Metal Forms | Associate enterprise | - | 39.46 | 21.37 |
| **Purchase of capital goods** | | | | |
| Vidya Metcorp | Associate enterprise | - | 22.00 | - |
| Metal Forms | Associate enterprise | - | 2.20 | - |
| Swastika Metcast Pvt Ltd | Group Company | - | - | - |
| **Manufacturing expenses** | | | | |
| Vidya Metcorp | Associate enterprise | 372.13 | 430.85 | 211.50 |
| **Repair & maintenance expenses** | | | | |
| Vidya Metcorp | Associate enterprise | - | - | - |
| **Freight charges** | | - | | |
| Metal Forms | Associate enterprise | 1.19 | - | - |

**Note: Nirmal Kumar Lunia resigned w.e.f February 22, 2025*
*** Note: Aloke Sharda resigned w.e.f July 05, 2025*

***Balances outstanding at the end of the period/year with related party***

*(₹ in Lakhs)*

| Particulars | Nature of relationship | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| **Unsecured loan** | | | | |
| Mr. Varun Sharda | Director | 2.56 | 23.13 | 3.90 |
| Mrs. Varsha Sharda | Director | - | - | - |
| Mr. Anuj Sharda | Relative of Director | 9.60 | 59.95 | 0.81 |
| Mrs. Anju Sharda | Relative of Director | - | 0.07 | 3.42 |
| Mr. Sanath Sharda | Relative of Director | 5.48 | 5.09 | - |
| Mrs. Indra Sharda | Relative of Director | 31.54 | 82.31 | 129.00 |
| Mr. Aloke Sharda | Relative of Director | - | - | - |
| M/s Varun Sharda HUF | Relative of Director | - | (0.09) | - |
| M/s Aloke Sharda HUF | Relative of Director | - | - | 3.68 |
| **Salary payable** | | | | |

| Particulars | Nature of relationship | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| Mr. Varun Sharda | Director | - | - | - |
| Mr. Anuj Sharda | Relative of Director | - | - | - |
| Mrs. Indra Sharda | Relative of Director | - | - | 3.89 |
| **Advance given** | | | | |
| Mrs. Varsha Sharda | Director | - | 9.76 | 0.31 |
| Mr. Anuj Sharda | Relative of Director | - | - | 7.09 |
| Mrs. Anju Sharda | Relative of Director | - | 3.99 | 2.49 |
| Mr. Nirmal Lunia | Director | - | 0.23 | 0.42 |
| **Sundry Creditors** | | | | |
| Vidya Metcorp | Associate enterprise | - | (1.08) | 44.85 |
| Metal Forms | Associate enterprise | 17.75 | (0.36) | 1.31 |
| Swastika Metcast Pvt Ltd | Group Company | - | - | 1.54 |

For further details, please refer section titled *Annexure No. 5 of Note 30 of standalone restated financials - Related Party Disclosures"* from the chapter titled *"Restated Financial Statements",* beginning on page 193 of this Prospectus.

**15. Financing Arrangements:**

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

**16. Weighted average price at which the Equity Shares were acquired by our Promoters in the last one year preceding the date of this Prospectus:**

The weighted average price at which the Equity Shares were acquired by the Promoters in one year preceding the date of this Prospectus is as follows:

| Name of Promoter | Number of Equity Shares acquired in one year preceding the date of this Prospectus | Weighted average price per Equity Share (in ₹) * |
|---|---|---|
| Indra Sharda | 17,67,900 | Nil^ |
| Varun Sharda | 16,51,800 | Nil^ |

**As certified by the Statutory Auditor vide their certificate dated July 07, 2025*

^Acquired as bonus share

For further details, please refer section titled "***Capital Structure***" beginning on page 71 of this Prospectus.

**Details of price at which the Equity Shares were acquired by our Promoters in three years preceding the date of this Prospectus**

The details of price at which the Equity Shares were acquired by our Promoter is as follows:

| Name of Promoter | No. of shares held | Average Cost of Acquisition per Equity Share (in ₹) * |
|---|---|---|
| Indra Sharda | 17,67,900 | Nil^ |
| Varun Sharda | 16,51,800 | Nil^ |

**As certified by the Statutory Auditor vide their certificate dated July 07, 2025*

^ *Accquired as Bonus Issue*

**17. Details of pre-IPO Placement**

Our company does not contemplate any issuance or placement of Equity Shares in this Issue until the listing of the

Equity Shares.

**18. Issuance of equity shares for consideration other than cash in the last one year or bonus issue**

Except as set out below, our Company has not issued Equity Shares for consideration other than cash or bonus issue in the one year preceding the date of this Prospectus.

| Date of Allotment | Reason for Allotment | No. of Equity Shares Allotted | Face value (₹) | Issue price (₹) | Benefits accrued to our Company |
|---|---|---|---|---|---|
| March 01, 2025 | Bonus Issue in the ratio of 3 equity shares for every 1 fully paid-up Equity Share held | 45,00,000 | 10 | NIL | NA |

For further details, please refer section titled "***Capital Structure***" beginning on page 71 of this Prospectus.

**19. Split/consolidation of Equity Shares in the last one year**

No split or consolidation of equity shares has been made in the last one year preceding the date of filling this Prospectus.

**20. Exemption from complying with any provisions of securities laws, if any, granted by SEBI**

As on the date of this Prospectus, our Company has not sought or received any exemption from complying with any provisions of the Securities laws.

*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## SECTION II –RISK FACTOR

*An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. The risks described below are not the only ones relevant to us, our Equity Shares, the industry or the segment in which we operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and as prospective investors, you may lose all or part of your investment. You should consult your tax, financial and legal advisors about particular consequences to you of an investment in this Issue. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.*

*To obtain a complete understanding, you should read this section in conjunction with the sections "Industry Overview", "Our Business" and "Management's Discussion and Analysis of Financial Position and Results of Operations" on pages 105, 125 and 223 of this Prospectus, respectively. The industry-related information disclosed in this section that is not otherwise publicly available is derived from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.*

*This 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 the considerations described below and, in the section titled "Forward-Looking Statements" on page 19 of this Prospectus.*

*Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Restated Financial Information.*

*Materiality:*

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

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

*The financial and other related implications of risks concerned, whether quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.*

*In this Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.*

*In this section, unless the context requires otherwise, any reference to "we", "us" or "our" refers to Swastika Castal Limited.*

*The risk factors are classified as under for the sake of better clarity and increased understanding.*

**Business Risks:**

1. ***Substantial portion of our revenues are dependent on few customers and the loss of, or a significant reduction in purchases by any one or more such customers could adversely affect our financial performance.***

Our Company currently generates all operational revenue from aluminium casting business within the domestic market, and export to the international market, mainly in Europe and U.S.A We recognize that our revenue model is heavily reliant on a limited customer base, which accounts for a substantial portion of our income. Below is a detailed breakdown of the revenue derived from our top ten customers over the past three years:

| Particulars | March 31, 2025 | | March 31, 2024 | | March 31, 2023 | |
|---|---|---|---|---|---|---|
| | (₹ in lakhs) | As a% of total Revenue | (₹ in lakhs) | As a% of total Revenue | (₹ in lakhs) | As a% of total Revenue |
| Top Ten customers | 2,716.99 | 92.03% | 2,118.11 | 93.55 | 2,328.85 | 97.70 |
| Top five customers | 2,382.24 | 80.69% | 1,873.56 | 82.75 | 2,148.88 | 90.15 |

Any perceived decline in our quality standards, growing competition and any change in demand may adversely affect our ability to retain or acquire customers and consequently affect our financials. We cannot assure that we shall generate the same quantum of business, or any business at all from our top customers, and any loss of business from one or more of them may adversely affect our revenues and results of operations. Also, the composition and revenue generated from each of the customers might change as we continue to add new customers in the normal course of business. While we are constantly striving to increase our customer base and reduce dependence on any particular customer, there is no assurance that we will be able to broaden our customer base in any future periods or that our business or results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with any of our major customers.

To mitigate these risks, we are committed to expanding our market presence by targeting emerging sectors. Additionally, we will implement strategies to diversify our customer base, negotiate favorable payment terms, and align with government initiatives to enhance our sustainability credentials. By balancing domestic growth with strategic international expansion, we seek to reduce reliance on a limited customer base and tap into high-margin sectors poised for long-term growth.

2. ***Financial and Market Risks***

Our valuation and financial performance may be impacted by market perceptions and economic conditions, as reflected in key financial ratios. As of March 31, 2025, our price-to-earnings ratio at the offer price of Rs. 65/- is 14.81 times, based on diluted EPS of Rs. 4.39 for FY 2025, compared to a peer group of 23 times. Our weighted average return on net worth for the last three financial years (FY 2023-2025) was 10.77 %, with 24.70% for FY 2025 alone, versus a peer group of 12.99 %. Fluctuations in these ratios due to market volatility or poor fund performance could adversely affect investor confidence and our share price post-listing. See 'Basis for Offer Price' on page 95 for details.

3. ***Our Group Company, Swastika Metcast Private Limited, Has Been Incurring Losses and Has Negative Net Worth, Which May Adversely Impact Our Business and Reputation***

Swastika Metcast Private Limited, one of our Group Companies, has been incurring financial losses and currently has a negative net worth. Continued financial distress in our Group Company may have several adverse

implications, including potential reputational risks, concerns from investors, lenders, and other stakeholders, and possible legal or regulatory consequences.

Furthermore, if Swastika Metcast Private Limited fails to improve its financial position, it may impact its ability to meet obligations, leading to potential liabilities that could have an indirect impact on our Company. Additionally, any financial support extended by our Promoters or affiliates to the Group Company could strain our financial resources. While our Company.

Swastika Metcast Private Limited has been disclosed as a Group Company in the Prospectus solely by virtue of common shareholding. The promoters of the Issuer, Mr. Varun Sharda and Ms. Indra Sharda, hold 6.67% and 33.93% equity shares, respectively, in Swastika Metcast Private Limited. However, it is pertinent to note that Swastika Metcast Private Limited has not carried out any significant business operations in recent years and the losses reported are primarily attributable to general administrative and compliance-related expenses.
The aforementioned risk disclosure has been included in the DP in the interest of full transparency and to provide prospective investors with a holistic view of all associated group entities, in line with regulatory expectations and good disclosure practices.

There are no multiple entities currently engaged in the same line of business as of the Issuer. While Swastika Metcast was previously involved in the business of aluminium castings, it has not undertaken any business operations or generated any revenue in this domain for the past several years.

We also clarify that the company has entered into any non-compete agreement with Swastika Metcast Private Limited.

All the resources at Head office of the Company and subsidiary are separate except:

- IT infrastructure – LAN and internet service
- There are no operational, financial, or contractual linkages between the Issuer and Swastik Metcast Private Limited.

***4. Uncertainty in Capacity Utilization and Potential Impact of Underutilization***

Our production facilities have experienced varying levels of capacity utilization in recent years. For instance, during the year ended March 31, 2025, our Foundry unit operated at a utilization level of 57.25%, while Helium Testing and CNC Machining (outsourced) operated at 95.75% and 97.43%, respectively. However, in prior years, certain processes have witnessed significantly lower utilization, particularly in FY 2023 and FY 2024, where Helium Testing and CNC Machining operated at utilization rates of 63.23% and 85.18% in FY 2023 and 70.60% and 72.85% in FY 2024, respectively.

The underutilization of our foundry facility in the previous period was primarily due to capacity bottlenecks in the CNC Machining and Helium Testing processes, which were operating at high utilization levels of 97.43 % and 95.75 %, respectively, as of March 31, 2025.

There can be no assurance that the newly installed capacity will be optimally utilized in the near term or that our production processes will operate at higher efficiency levels. Any continued or future underutilization of our manufacturing facilities may adversely impact our fixed cost absorption, profitability, and overall return on investment.

***Rationale of Capacity Utilization***

In addition, the proposed capital expenditure is aimed at enhancing specific sub-processes within our operations, such as Helium Testing, CNC Machining, and related capabilities. However, this capex will not result in an increase in the main production capacity of our Foundry.

The company intends to allocate a portion of its resources towards capital expenditure, specifically for the purchase of new machinery for Helium Testing and CNC Machining. These strategic investments are expected to enhance the company's manufacturing capacity significantly. Following the installation of the new machinery, the detail of company's post expansion capacity have been provided below:

| Sr No. | Process | UOM | Pre-Expansion | Post-Expansion* |
|---|---|---|---|---|
| 1 | Helium Testing | Nos | 21,710.00 | 52,052.00 |
| 2 | CNC Machining | Nos | 44,710.00 | 84,652.00 |

*Please note that the **post-capacity utilization (in units and percentage)** could not be determined at this stage, as the management and ICE are of the view that such figures pertain to a **future event** and cannot be certified at present. The actual utilization data will be available only after the completion of machinery trial runs.

5. ***Our design and engineering team designs our products as per the specifications provided by the Customers. Any variation from the customer specification may lead to increase in cost or reduce margins.***

Most of our orders with our customers are based on designs provided by our customers. During the execution of our orders, our design and engineering team designs the product as per the customer's specification, and on the basis of such design entire order is made. With greater access to technology and an experienced team, we expect our design and engineering team to design the product and check with the proper gauge. It further involves a level of clearance from our internal team, and the Customers, before mass production of the product without compromising on quality and safety. Any variation from the customer specification would lead to an increase in cost for the Company. While we ensure that the quality of our design and engineering team is such that it designs the product in the most efficient manner, however, there is no assurance that our competitors will not be able to increase the designing efficiency by using the latest, state- of- the-art technology.

Any failure to design the products in the most efficient manner would reduce our margins and would materially and adversely affect our profitability. Also, the ability of our competitors to design our product in a manner that is more efficient than ours would give our competitor the ability to offer attractive prices to the customers, without affecting their margins.

6. ***We rely significantly on some suppliers for the supply of our raw materials. If these suppliers are unable or unwilling to supply raw materials on time or otherwise fail to meet our requirements, our business will be harmed. An inability to procure the desired quality, quantity of our raw materials and components in a timely manner and at reasonable costs, or at all, may have a material adverse effect on our business, results of operations and financial condition.***

We obtain our raw materials such as aluminium and aluminium alloys from fixed suppliers in the domestic market. We procure the raw materials required for our business pursuant to the issue of the purchase orders. While we have in the past undertaken our business pursuant to such arrangements and have not faced any disputes in relation to such purchase orders, we cannot assure you that there will be no disputes with our suppliers in the future, owing to such contractual arrangements. Due to good relationship with our supplier, the purchase orders we issue to some of our suppliers do not contain detailed terms and conditions for eventualities where the supply is not done in accordance with the supply terms agreed with our suppliers or in a timely manner or for circumstances where the quality of materials is not as per our requirements. For instance, where we have specified the delivery schedule to be four weeks from the date of the purchase order, our purchase order does not specify the damages that we may levy on our suppliers in case the material is not delivered to us within 4 weeks. The purchase orders issued by us fail to adequately cover the liabilities of our Company. The purchase orders do not provide for clauses relating to indemnification, liquidated damages, dispute resolution, and termination. Such purchase orders may in the future have commercial implications on our Company in case of any dispute with our suppliers, for any reason whatsoever. In the absence of a contractual basis for liability, this may lead to delays in supply, a strained relationships with our suppliers, protracted litigation, and delays in our obligations with our customers resulting in an adverse effect on our business, results of operations, financial condition, and cash flows.

The table below sets forth a break-up of the top ten suppliers during the preceding three years:

| Particulars | 2025 | | 2024 | | 2023 | |
|---|---|---|---|---|---|---|
| | (₹ in lakhs) | As a% of total Revenue | (₹ in lakhs) | As a% of total Revenue | (₹ in lakhs) | As a% of total Revenue |
| Top Ten Supplier | 1,379.54 | 87.35 | 819.32 | 99.76 | 949.34 | 99.75 |
| Top five Supplier | 1,110.86 | 70.34 | 777.82 | 94.70 | 864.11 | 90.80 |

These suppliers have accorded their trust and service based on our long operating history in the industry, our credit worthiness, and our goodwill. We have very frequent transactions, long history and goodwill with some of our suppliers. However, in the absence of written agreements, our suppliers are not bound to supply goods to us and can withdraw their commitments from us at any time. There can be no assurance that there will not be a significant disruption in the supply of raw materials from current sources, or, in the event of a disruption, that we would be able to locate alternative suppliers of the raw materials of comparable quality on terms acceptable to us, or at all. Identifying a suitable supplier involves a process that requires us to become satisfied with their quality control, consistency, responsiveness and service, financial stability and other ethical practices. In case any of our suppliers discontinue their relationship with us, we may have to procure the raw materials from other locations leading to additional costs on transportation. Also, we cannot assure that our raw material supply will not face disruption due to increased lead time for supply of raw materials leading to either disruption in our manufacturing activity or a complete stopping of the same. If we are unable to maintain our relationship with our current raw material suppliers it may prove difficult to obtain the same from other players.

To mitigate the risks associated with supplier dependency and potential disruptions in raw material supply, our company can implement several strategic measures. First, we should formalize agreements with current suppliers through long-term contracts to ensure committed capacity and stability. Second, diversifying our supplier base by onboarding alternative suppliers from different regions will minimize reliance on any single source. Third, increasing inventory levels can buffer against lead time fluctuations. Additionally, investing in near-shoring initiatives will help source materials closer to our production facilities, reducing transportation costs and lead times. Finally, leveraging advanced forecasting tools will enable proactive planning based on market trends and supplier performance data. By adopting these strategies, we can strengthen supplier relationships, secure raw material availability, and safeguard our manufacturing operations against potential disruptions.

7. ***The aluminium casting and manufacturing business is inherently capital-intensive, requiring substantial financial investment to establish and maintain operations.***

Our business requires significant funds for acquiring specialized machinery such as furnaces, die-casting machines, and molds, which are essential for handling high-temperature processes and producing high-quality castings. Additionally, securing raw materials like aluminium and aluminium alloys which is subject to price volatility due to global demand fluctuations and energy-intensive smelting operations, adds to the financial burden. The costs of maintaining facilities capable of withstanding extreme temperatures further amplify the capital requirements. This heavy upfront expenditure can strain financial resources, especially if revenue generation is slow or inconsistent due to market fluctuations or operational inefficiencies.

Addressing these challenges requires strategic financial planning, access to reliable funding sources, and a focus on operational efficiency to optimize resource utilization and reduce costs.

8. ***We may be unable to obtain, renew or maintain statutory and regulatory permits, licenses and approvals required to operate our business which could result in an adverse effect on our results of operations. We require certain statutory and regulatory permits, licenses and approvals for our business.***

We may also need to apply for more approvals in the future including renewal of approvals that may expire from time to time. These approvals are subject to periodic renewal. There can be no assurance that the relevant

authorities will issue such permits or approvals in the timeframe anticipated by us or at all. Our failure to renew, maintain or obtain the required permits or approvals within the requisite time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

Any failure or delay in obtaining such approvals, permits and licenses, may affect our ability to continue our operations, which may in turn have an adverse effect on our business and results of operations. The aforesaid permits, licenses and approvals are subject to several conditions, and we cannot assure you that we shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, which may lead to cancellation, revocation or suspension of relevant permits/licenses/approvals. Further, we cannot assure you that penalties under applicable laws would not be imposed on us in the event of noncompliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action.

To address this risks our company will implement a proactive compliance management strategy. This includes establishing a dedicated compliance team responsible for monitoring the status of all required permits and approvals, ensuring timely renewals, and staying informed about regulatory changes that may impact our operations. We will also develop strong relationships with relevant authorities to facilitate open communication and expedite the approval process. Regular internal audits will be conducted to assess compliance with all conditions attached to our permits, allowing us to identify potential issues before they escalate.

9. ***If there are delays in setting up the proposed expansion or if the costs of setting up and the possible time or cost overruns related to the proposed facilities or the purchase of plant and machinery for the proposed facilities are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects.***

We are in the process of expanding existing manufacturing facility located in Karjan, Gujarat, which would require substantial capital expenditure. The proposed expansion is expected to commence by September 2025. The completion of proposed expansion is dependent on our ability to arrange finance through Net Proceeds or otherwise, the performance of external agencies which are responsible for inter alia construction of structure, installation and commissioning of plant and machinery and supply and testing of equipment etc. We cannot assure you that we will be able to arrange for such finance on time. Further, we cannot assure you that the performance of external agencies will meet the required specifications or performance parameters. We may not be able to identify suitable replacement external agencies in a timely manner. If the performance of these agencies is inadequate in terms of the requirements, this may result in incremental cost and time overruns. However, if we decide to raise additional funds through the issuance of equity or equity-linked instruments, the interests of our shareholders may be diluted. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business prospects could be adversely affected.

Some of the plant, machinery and equipment to be purchased may be required to be shipped to the proposed expansion site, as the case may be, from other regions. Any delay in the transportation of such assets or damage to the assets acquired due to inter alia defaults by transportation agencies may further result in cost and time overruns in the commissioning of the proposed expansion.

There could be delays in setting up the proposed expansion as a result of, amongst other things, requirement of obtaining approvals from statutory or regulatory authorities, contractors' or external agencies' failure to perform, exchange rate fluctuations, unforeseen engineering problems, disputes with workers, increase in input costs of construction materials and labour costs, incremental preoperative expenses, taxes and duties, interest and finance charges, cost escalation and/ or force majeure events (including the continuing impact of the COVID-19 pandemic, geopolitical tensions, etc.), any of which could give rise to cost overruns and delays in our implementation schedules.

If the actual capital expenditures on setting up the proposed expansion significantly exceed our budgets, we may not be able to achieve the intended economic benefits of the proposed expansion, as applicable, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned expansion or commissioning of our plants and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition.

10. ***We rely on repetitive orders from our long-term customers.***

Reliance on repetitive orders from a limited set of customers provides a predictable revenue stream but introduces significant risks for our company. This dependency ties our financial health to the stability and loyalty of a few key clients, meaning that if one of these customers reduces their orders, switches to a competitor, or faces its own financial difficulties, we could experience a sharp decline in income. Additionally, this focus on repetitive orders limits our ability to diversify, leaving us exposed to industry-specific downturns or shifts in demand without alternative revenue sources to cushion the impact. The challenges of demand forecasting further complicate this situation; overestimating demand can lead to excess inventory that ties up capital and risks obsolescence, while underestimating demand can result in stockouts that strain customer relationships and drive them to competitors. Moreover, the rigid nature of repetitive manufacturing can create operational inflexibility, making it difficult to pivot to new product lines or respond swiftly to market changes.

To mitigate these risks, we shall diversify our customer base by targeting emerging sectors, adopt hybrid production models that allow for limited customization, invest in predictive analytics for better demand forecasting, and strengthen our supplier and customer contracts to ensure stability in our operations. By proactively addressing these vulnerabilities, we can enhance our resilience and safeguard our business against potential downturns.

11. ***The aluminium casting and manufacturing industry presents significant entry barriers***

Our industry presents significant entry barriers due to the need for technical expertise and the importance of established supplier and customer relationships. These barriers, while deterring new competitors, also pose challenges to the company's scalability and adaptability. Expanding production capacity or entering new markets requires substantial financial resources to acquire advanced machinery, establish efficient supply chains, and comply with regulatory requirements. Additionally, the time-intensive process of building trust with suppliers and customers further complicates market entry or expansion efforts. Without a clear strategy to navigate these hurdles, the company risks stagnation, particularly in a competitive landscape dominated by larger, more established players who have already overcome these challenges. To remain competitive, our company must invest in technological innovation, foster strategic partnerships, and explore opportunities for vertical integration to streamline operations and enhance its ability to scale effectively.

12. ***We operate through direct contracts with our customers.***

Operating through direct contracts with customers simplifies dealings by eliminating intermediaries, but it also introduces significant risks that can impact the company's stability and growth. The company's success heavily depends on maintaining strong, direct relationships with clients, as any breakdown, whether due to miscommunication, unmet expectations, or external factors, could jeopardize revenue streams. This dependency increases vulnerability, as losing a critical contract could result in an immediate and substantial financial impact. Furthermore, relying solely on direct contracts restricts market reach, as the absence of broader distribution channels or third-party partnerships limits opportunities to access new customers or regions. This approach also amplifies competitive risks since competitors with diversified networks may capture untapped markets more effectively. To mitigate these risks, our company shall focus on diversifying its customer base, exploring partnerships with distributors or agents to expand market reach, and implementing robust communication and service protocols to strengthen client relationships. By balancing direct contracts with broader market strategies, the company can reduce dependency on a few key clients and enhance its resilience against revenue fluctuations.

13. ***We depend on our promoters to deal with the customers, in the absence of any marketing team.***

The absence of a dedicated marketing team in our company, with promoters managing marketing efforts themselves, presents both advantages and significant challenges. While this approach reduces overhead costs, it places an undue burden on the promoters, who may not have the time, or resources to implement a comprehensive and effective marketing strategy. This limitation restricts the company's ability to attract new customers and build brand awareness, ultimately hindering growth potential. Furthermore, the reliance on the promoters' personal networks and efforts can stall progress if their capacity becomes stretched or if they struggle to keep pace with competitors who invest in professional marketing initiatives. In today's dynamic market environment, where

consumer preferences and industry trends are constantly evolving, the lack of a strategic marketing approach can result in missed opportunities and reduced competitiveness. To address these challenges, it is essential for the company to consider investing in a dedicated marketing team or outsourcing marketing functions to experienced agencies. By doing so, we can enhance our brand presence, effectively reach target audiences, and adapt more swiftly to changing market conditions, ultimately driving sustainable growth and profitability.

14. ***We are affected by the prices, availability, and quality of the raw materials used in our production.***

We obtain our raw materials like aluminium and aluminium alloys from our suppliers. These materials are vital for manufacturing automotive components and engineered parts. Our company uses high-quality metals that meet strict industry standards and project requirements.

Typically, we do not enter into long-term contracts with our suppliers, and prices for these raw materials are normally based on the quotes we receive from various suppliers. Upon receipt of quotes from our suppliers, we issue purchase orders to the supplier which has quoted the lowest price. Ordinarily, we agree to a delivery schedule of between 4 - 5 weeks with our suppliers, depending on the size of the order. Any unexpected price fluctuations after the placement of orders, shortage, delay in delivery, quality defects, or any factors beyond our control may result in an interruption in the supply of such materials which is critical to our business. In the event that we fail to secure sufficient quantities of such raw materials from our suppliers at acceptable quality and prices in a timely manner, our business, financial performance, and cash flows may be adversely affected.
In particular, we are vulnerable to the risk of rising/fluctuating aluminium prices, which are determined by demand and supply conditions in the global and Indian markets as well as government policies.

The quality of raw materials delivered by suppliers engaged by us has a direct impact on the overall quality of our products and the timeliness of our delivery to the customers. Although we generally ensure strict quality and process control measures for suppliers, we may be subject to potential claims against us by our customers in case of any substandard materials provided by our suppliers. In such circumstances, our reputation may suffer and our business may be adversely affected. In addition, our resources could be strained by any claim that proceeds to litigation.

Our orders are negotiated with our customers based on the price at which we purchase our raw materials, possible selling prices of our products, and our intended gross margins. Hence, we fix the prices of required materials at approximately the same time as the orders we sign with our customers so as to protect our gross margins. Nevertheless, should there be any significant increases in aluminium prices, and we are unable to pass on such increases in prices to our customers or find alternative suppliers/sources of direct materials who are able to supply us with the raw materials at competitive prices, our business and financial performance will be adversely affected.

To mitigate risks associated with raw material procurement, our company shall establish long-term contracts with key suppliers to secure stable prices and consistent supply while diversifying our supplier base to reduce dependency on any single source.

15. ***We generally do business with our customers on purchase order basis and do not enter into long term contracts with them. Our inability to maintain relationships with our customers could have an adverse effect on our business, prospects, results of operations and financial condition.***

Our business is dependent on our continuing relationships with our customers. Our Company neither has any long-term contract with any of customers nor has any marketing tie up for our products. Any change in the buying pattern of our customers can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or several significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations. Our business depends on the continuity of our relationship with our customers. There can be no assurance that we will be successful in maintaining such relationships or increasing the number of such relationships. If we are not able to maintain existing relationships with our current customers or if we are not able to develop new relationships, including if we are not able to provide our products on a timely basis or offer services that meet the needs of the customers, the number of customers could decline in the future and as a result, our business, prospects, results of operations and financial condition could be adversely affected in the future.

To mitigate this our company shall focus on building personalized customer experiences to foster loyalty and engagement. Proactive communication and regular updates will help maintain strong relationships, while implementing a customer feedback loop will allow us to address concerns and improve our offerings. Establishing loyalty programs and incentives can encourage repeat business, and investing in marketing efforts to attract new clients will diversify our revenue streams. By adopting these strategies, we can ensure continuity in customer relationships and safeguard against potential disruptions.

16. ***We may face significant competition in our business. An inability to compete effectively may lead to a lower market share or reduced operating margins.***

The aluminium casting industry faces significant competitive pressures from both established players and new entrants offering substitute products or services. Increasing competition, driven by advancements in technology, digitalization, and changing customer preferences, poses a risk to our market share and profitability. Furthermore, the presence of competitors with strong brand identities, diversified portfolios, and access to wider distribution networks amplifies the challenge of retaining customers. Price wars, marketing battles, and the ability of competitors to offer differentiated products further intensify rivalry in the market. If we fail to innovate, adapt to market trends, or differentiate our offerings effectively, we risk losing customers to competitors, which could adversely impact our revenue, growth prospects, and overall business stability.
To address the competitive pressures, our company should invest in technological innovation by adopting advanced casting techniques and developing new aluminium alloys. Additionally, focusing on vertical integration will enhance quality control and supply chain efficiency. Exploring emerging markets with increasing demand for lightweight materials can also open new revenue streams. Finally, strengthening our marketing efforts to build a strong brand identity and leveraging data analytics to understand customer preferences will help differentiate our offerings.

17. ***Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.***

Our Company has experienced negative net cash flow in investing and financing activities in the past, the details of which are provided below:

*(₹ in lacs)*

| Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| Net Cash Flow from/(used in) Operating Activities | 187.22 | 189.81 | 111.88 |
| Net cash generated from/ (used in) investing activities | (129.71) | (74.42) | (90.47) |
| Net Cash Flow from/ (used in) Financing Activities | (97.72) | (172.12) | 24.76 |

The negative cash flow from investing activities, amounting to ₹ (129.71) lakhs during the year ended March 31, 2025, primarily reflects the Company's strategic investment in Plant and Machinery valued at ₹136.39 lakhs. This capital expenditure is aligned with our long-term growth plans and is aimed at enhancing production efficiency, supporting capacity-related sub-processes, and improving overall operational capabilities.

The company has also repaid a part its long-term borrowings amounting ₹ 175.04 lakhs and also incurred finance cost amounting ₹ 111.41 lakhs resulting in negative cash flow from Financing activities.

We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, results of operations and financial condition.

18. ***We have only one manufacturing facility.***

Our manufacturing facility is located at Block No. 535 Vemardi Road, Karjan, Vadodara - 391210, Gujarat. As a result, any local social unrest,natural disaster, or breakdown of services and utilities in that area could have a material adverse effect on the business, financial position, and results of our operations. Our manufacturing facility is subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output, efficiency, obsolescence, labour disputes, strikes, lock-outs, non-availability of services of our external contractors, etc. 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 earnings, our other results of operations, and our financial condition as a whole.

Further, the continuous addition of industries in and around our manufacturing facility without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may affect our business. Further, spiraling cost of living around our manufacturing facility may push our manpower costs in the upward direction, which may reduce our margin and cost competitiveness.

Expanding our manufacturing facility presents a strategic opportunity to enhance production capacity, improve operational efficiency, and meet the growing demand for our aluminium casting products. By investing in additional space and advanced equipment, we can streamline our processes, reduce lead times, and increase output to better serve our existing customers while attracting new ones. This expansion will also allow us to incorporate state-of-the-art technologies, such as automated casting systems and energy-efficient machinery, which can significantly enhance productivity and reduce operational costs. Furthermore, by creating a more versatile manufacturing environment, we can diversify our product offerings and adapt more swiftly to market changes and customer preferences. By expanding our facility will position us for long-term growth and strengthen our competitive advantage in the aluminium casting industry. *For details please refer to* ***"Objects of the Offer"*** *at page 83.*

19. ***There have been instances of delays in filing of GST Return by the Company. In case of any delay in filing of Return in future by our Company, the regulatory authorities may impose monetary penalties on us or take certain punitive actions against our Company in relation to the same which may have an adverse impact on our business, financial condition and results of operations.***

In the past, there have been certain instances of delays in filing of GST return by the Company.
The details of the delay caused in filing of GST returns have been provided below:

**GSTR3B:**

| Financial Year | Month | Due Date of filing | Date of Filing Return | Delay Period in days | Reason of Delay |
|---|---|---|---|---|---|
| 2024-2025 | August | 20-09-2024 | 21-09-2024 | 1 | |
| 2024-2025 | July | 20-08-2024 | 21-08-2024 | 1 | |
| 2024-2025 | June | 20-07-2024 | 22-07-2024 | 2 | |
| 2023-2024 | March | 20-04-2024 | 29-04-2024 | 9 | |
| 2023-2024 | October | 20-11-2023 | 21-11-2023 | 1 | |
| 2023-2024 | July | 20-08-2023 | 22-08-2023 | 2 | |
| 2023-2024 | May | 20-06-2023 | 21-06-2023 | 1 | |
| 2023-2024 | April | 20-05-2023 | 26-05-2023 | 6 | |
| 2022-2023 | March | 20-04-2023 | 25-04-2023 | 5 | |
| 2022-2023 | February | 20-03-2023 | 21-03-2023 | 1 | |
| 2022-2023 | November | 20-12-2022 | 21-12-2022 | 1 | |
| 2021-2022 | June | 20-07-2021 | 21-07-2021 | 1 | |
| 2020-2021 | October | 20-11-2020 | 28-11-2020 | 8 | |
| 2020-2021 | September | 20-10-2020 | 29-10-2020 | 9 | |
| 2020-2021 | August | 20-09-2020 | 26-09-2020 | 6 | |
| 2020-2021 | June | 20-07-2020 | 22-07-2020 | 2 | |
| 2019-2020 | December | 20-01-2020 | 22-01-2020 | 2 | |
| 2019-2020 | November | 23-12-2019 | 30-12-2019 | 7 | |

| Financial Year | Month | Due Date of filing | Date of Filing Return | Delay Period in days | Reason of Delay |
|---|---|---|---|---|---|
| 2019-2020 | October | 20-11-2019 | 30-11-2019 | 10 | |
| 2019-2020 | September | 20-10-2019 | 24-10-2019 | 4 | |
| 2019-2020 | August | 20-09-2019 | 02-10-2019 | 12 | |
| 2019-2020 | July | 22-08-2019 | 23-08-2019 | 1 | Due to Reconciliation |
| 2019-2020 | May | 20-06-2019 | 24-06-2019 | 4 | |
| 2019-2020 | April | 20-05-2019 | 31-05-2019 | 11 | |
| 2018-2019 | March | 23-04-2019 | 18-05-2019 | 25 | |
| 2018-2019 | February | 20-03-2019 | 28-03-2019 | 8 | |
| 2018-2019 | January | 22-02-2019 | 26-02-2019 | 4 | |
| 2018-2019 | December | 20-01-2019 | 30-01-2019 | 10 | |
| 2018-2019 | November | 20-12-2018 | 28-12-2018 | 8 | |
| 2018-2019 | October | 20-11-2018 | 22-12-2018 | 32 | |
| 2018-2019 | August | 20-09-2018 | 05-10-2018 | 15 | |
| 2018-2019 | July | 24-08-2018 | 29-08-2018 | 5 | |
| 2018-2019 | May | 20-06-2018 | 27-06-2018 | 7 | |
| 2018-2019 | April | 22-05-2018 | 05-06-2018 | 14 | |
| 2017-2018 | March | 20-04-2018 | 14-05-2018 | 24 | |
| 2017-2018 | November | 20-12-2017 | 27-12-2017 | 7 | |
| 2017-2018 | October | 20-11-2017 | 24-11-2017 | 4 | |
| 2017-2018 | September | 20-10-2017 | 17-11-2017 | 28 | |
| 2017-2018 | August | 20-09-2017 | 25-09-2017 | 5 | |
| 2017-2018 | July | 25-08-2017 | 04-09-2017 | 10 | |
| 2023-2024 | October | 20-11-2023 | 21-11-2023 | 1 | |
| 2023-2024 | July | 20-08-2023 | 22-08-2023 | 1 | |
| 2023-2024 | May | 20-06-2023 | 21-06-2023 | 2 | |

**GSTR-1:**

| Financial Year | Month | Due Date of filing | Date of Filing Return | Delay Period in days | Reason of Delay |
|---|---|---|---|---|---|
| 2023-2024 | April | 11-05-2023 | 15-05-2023 | 4 | |
| 2021-2022 | January | 11-02-2022 | 14-02-2022 | 3 | |
| 2021-2022 | November | 11-12-2021 | 13-12-2021 | 2 | |
| 2021-2022 | October | 11-11-2021 | 15-11-2021 | 4 | |
| 2021-2022 | August | 11-09-2021 | 13-09-2021 | 2 | |
| 2021-2022 | June | 11-07-2021 | 12-07-2021 | 1 | |
| 2020-2021 | November | 11-12-2020 | 16-12-2020 | 5 | |
| 2020-2021 | October | 11-11-2020 | 12-11-2020 | 1 | |
| 2020-2021 | September | 11-10-2020 | 12-10-2020 | 1 | |
| 2019-2020 | October | 11-11-2019 | 22-11-2019 | 11 | |
| 2019-2020 | September | 11-10-2019 | 24-10-2019 | 13 | |
| 2019-2020 | August | 11-09-2019 | 16-09-2019 | 5 | |
| 2019-2020 | July | 11-08-2019 | 13-08-2019 | 2 | |
| 2019-2020 | June | 11-07-2019 | 19-07-2019 | 8 | |
| 2019-2020 | May | 11-06-2019 | 17-06-2019 | 6 | |
| 2019-2020 | April | 11-05-2019 | 20-05-2019 | 9 | |
| 2018-2019 | March | 13-04-2019 | 18-05-2019 | 35 | |
| 2018-2019 | February | 11-03-2019 | 12-03-2019 | 1 | |
| 2018-2019 | January | 11-02-2019 | 20-02-2019 | 9 | |
| 2018-2019 | November | 11-12-2018 | 22-12-2018 | 11 | Due to Reconciliation |
| 2018-2019 | October | 11-11-2018 | 22-12-2018 | 41 | |

The Company acknowledges that delays in the filing of statutory returns are a matter of concern and have, at times, resulted in inadvertent non-compliance. The reasons for these delays have primarily included reconciliation issues and the complexities involved in compiling accurate data for filing.

**Steps Taken by the Company to Prevent Future Delays:**

i. The Company is in process of establishing stricter internal controls and periodic reviews to ensure that all required statutory forms and returns are filed in a timely manner. This includes ensuring that all departments are aligned and there is no delay in providing the necessary data.

ii. The reconciliation process will be optimized to ensure that all financial data is verified and prepared well in advance, thus preventing last-minute delays due to discrepancies.

iii. A dedicated compliance would be set up, responsible solely for ensuring timely and accurate filing of all statutory returns, including GST and other forms.

The Company remains committed to ensuring that such delays do not occur in the future and continues to take proactive measures to comply with all statutory obligations in a timely and efficient manner.

No penalty has been imposed by the statutory authority for the late filing of returns, however late fees and interest levied have been paid at the time of filing of returns. Since no penalty has been levied, the question of filing a Compounding application does not arise.

***20. We have been unable to locate certain of our historical corporate records. Our Company was incorporated in 1996 and certain corporate records and documents filed by us with the RoC are not traceable.***

We have undertaken extensive search for our records at registered office of the company and on the MCA, portal maintained by the Ministry of Corporate Affairs, we have not been able to trace few of the annual forms. In this regard, we have relied on the minutes, statutory registers and search report dated March 26, 2025 prepared by a practicing company secretary, named Shiksha Bhavik Sheth representing M/s SB Sheth & Associates, Company Secretary, which was prepared based on their physical search of the documents available with the Registrar of Companies, Kolkata and search of the information and records available on the portal of the Ministry of Corporate Affairs. Accordingly, we have included the details of the build-up of the share capital of the Company and the build-up of the Promoters' shareholding in our Company in this Prospectus, by placing reliance on other corporate records such the annual reports filed by corporate entities who were the erstwhile shareholders of our Company and the documents such as Annual Return filed by our Company with the Registrar of Companies.

We cannot assure you that the filings were made in a timely manner or at all. We cannot assure you that, in future, we will not be subjected to any liability on account of non-availability of such records. Although no legal proceedings or regulatory actions have been initiated or pending against us in relation to such untraceable secretarial and other corporate records and documents, if we are subject to any such liability, it may have adverse effect on our compliant status, financial condition, cash flows and results of operations. Further, there can be no assurance that there will be no such delays or non-compliances in the future and our Company will not be subject to adverse actions by the authorities.

Company Secretary and Merchant Banker has undertaken due diligence by conducting both physical and online searches. This included visiting the office of the Registrar of Companies (ROC), Kolkata to search for the relevant documents on an offline basis, as well as carrying out extensive searches on the Ministry of Corporate Affairs (MCA) portal to trace and verify the availability of the records. These efforts were made to ensure that all material corporate information is appropriately disclosed and any gaps are duly addressed. We have also appointed PCS for due diligence and trace the missing documents.

The missing form/corporate record have been provided below:

| Sl No. | Particulars | Year |
|---|---|---|
| 1 | Annual Return | 1997 |
| 2 | Annual Return | 1998 |
| 3 | Annual Return | 1999 |

To prevent recurrence of such instances, the Company has taken the following steps:

- A dedicated Compliance Officer has been appointed to oversee and ensure timely execution of all statutory and regulatory filings.
- The Company is planning to conduct regular internal compliance audits to detect and correct any deviations in advance.

All share capital built-up of the Company is supported by the requisite statutory forms and filings, except for the increase in Authorized Capital in the year 1996—from ₹20.00 lakhs to ₹40.00 lakhs. Although the relevant form for this particular increase is not available, the change has been verified from the Audited Financial Statements for the year ended March 31, 1997.

***21. There have been instances of non-compliance in filling statutory forms which were required to be filed as per the reporting requirements with the Registrar of Companies under the Companies Act in the past which may attract penalties.***

In the past, there have been certain instances of non-compliance in filing statutory forms which have been missed and subsequently the company has filed respective forms with late fees with the RoC for the violation and also filed for compounding application with the RoC. No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position. The details of the compounding application are as follows:

| SL No. | Particluars | Status |
|---|---|---|
| 1 | Violation of Section 29(1A) of the Companies Act, which states that 2013, an unlisted Public Company is required to dematerialize all the shares of the Company and apply for an ISIN on or after October 2, 2018. However, the Company has made physical transfer of shares in the F.Y. 2018-19, F.Y. 2019-2020, F.Y. 2020-21 and F.Y. 2021-22 respectively without dematerialization of the shares. | Company has filed the Compounding application of the same under Form GNL-1 on 29/03/2025 vide SRN: N29874641 |

The delay occurred primarily due to transition in compliance personnel, technical issues with the MCA portal, or unforeseen circumstances such as the pandemic. The Company deeply regrets the delay and acknowledges the importance of timely compliance with statutory requirements. We further clarify that the delay was unintentional, and necessary steps have since been taken to ensure that all pending filings have been duly completed.

Following the delays in the filing of certain statutory forms, the Company has appointed a designated compliance officer to oversee all regulatory filings and ensure timely execution of related tasks. This preventive measure will strengthen its compliance framework and ensure timely adherence to statutory requirements moving forward.

The delays have been regularized and the Company has taken necessary steps to ensure that all overdue forms have been submitted with the appropriate authorities, along with payment of any applicable additional fees.

The statutory authority has not imposed any penalty for violation but the company has voluntarily filed for compounding under Form GNL-1 on 29/03/2025 vide SRN: N29874641 for Violation of Section 29(1A) of the Companies Act.

The final order for compounding application dated 29/03/2025 could not be provided as the same is Pending for Hearing before concerned authorities.

***22. Our inability to collect receivables and default in payment from our customers could result in the reduction of***

***our profits and affect our cash flows.***

We largely sell on open credit & the payment terms are between 30 to 120 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 customer's financial condition and payment history, we may still experience losses because of a customer being unable to pay. As a result, while 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.

***(₹ in Lakhs)***

| **Particulars** | **Fiscal 2025** | **Fiscal 2024** | **Fiscal 2023** |
|---|---|---|---|
| | **Amt (₹ in Lakhs)** | **Amt (₹ in Lakhs)** | **Amt (₹ in Lakhs)** |
| **Unsecured, Considered Good** | | | |
| Trade Receivable more than six months | 126.19 | 126.97 | 67.81 |
| Trade Receivable less than six months | 943.29 | 444.12 | 634.31 |
| **Total** | **1,069.48** | **571.09** | **702.12** |

***23. Delays or defaults in customer payments could adversely affect our financial condition.***

We are exposed to payment delays and/or defaults by our customers and our financial position and financial performance are dependent on the creditworthiness of our customers. Further, we do not have any policy to receive advance payment from our customers after signing the purchase orders. Delays in customers' payments may require us to make a working capital investment and may also delay honoring the credit facilities we have availed. If a customer defaults in making payments where we have devoted significant resources or where we have invested significant resources is delayed, canceled, or does not proceed to completion, it could have an adverse effect on our operating results. For Fiscal ending 2025, 2024 and 2023, our trade receivables were ₹ 1,069.48 lakhs ₹ 571.09 lakhs, and ₹ 702.12 lakhs, respectively. However, in the past, our Company has not faced any such instance of default but there is no guarantee that the timeliness of all or any part of our customers' payments and whether they will be able to fulfill their obligations, which may arise from their financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy.

If such events or circumstances occur, our financial performance and our operating operating cashflows may be adversely affected.

To address the risks of payment delays and defaults by customers, our company should implement a comprehensive customer risk management strategy. This includes assessing the creditworthiness of customers through rigorous evaluations and categorizing them based on payment behavior to adapt billing terms accordingly. Establishing clear payment terms in contracts, including late fees and partial payments, will help secure receivables. Additionally, diversifying our customer base will reduce dependency on any single client, thereby minimizing the financial impact of potential defaults or delays.

***24. Our success depends on stable and reliable logistics and transportation infrastructure. Disruption of logistics and transportation services could impair the ability of our suppliers to deliver materials or our ability to deliver materials to our customers and/ or increase our transportation costs, which may adversely affect our operations.***

We utilize third party transportation services by road for procurement and supply of materials and from/ to our suppliers and customers in domestic market, and by sea freight in international market. Transportation by road involves risks, including, collision, grounding, storm, fire, explosion, lightning, political instability, and operating restrictions/ lockdown consequent to outbreak of infectious diseases, such as the COVID-19 pandemic. Any delay or disruption caused to the transportation of materials could adversely impact our ability to procure the materials as well as to meet the delivery schedule of the customers in an economical manner. To ensure timely delivery of materials, we may also be required to maintain relatively high level of inventory of materials and this may also

resultantly increase our cost.

Also, exporting materials via sea transportation presents several inherent risks that can impact efficiency and profitability, including cargo damage or loss due to handling issues or adverse weather, as well as theft and piracy in certain regions. Delays from customs procedures and unreliable carriers can disrupt supply chains, while non-compliance with international regulations may lead to fines or cargo seizures. Environmental risks, such as natural disasters, and pollution liability further complicate matters. Financial risks arise from fluctuating exchange rates and potential customer defaults, necessitating protective measures like credit insurance. Additionally, operational risks include accidents at sea and insufficient handling capabilities.

To mitigate the risks associated with road and sea transportation, our company shall implement a comprehensive risk management strategy. For road transport, diversifying logistics partners and investing in real-time tracking systems will enhance shipment visibility and flexibility during disruptions. Establishing contingency plans for alternate routes or backup carriers will further reduce risks from political instability or natural disasters. For sea freight, securing cargo insurance will protect against losses from theft, damage, or piracy, while strengthening partnerships with reliable carriers will minimize customs delays.

The Company generally relies on local transportation services, including individual tempo and truck owners, for routine and short-distance deliveries. These arrangements are typically informal and made on a need basis without formal agreements.

However, for larger and more critical consignments, the Company has entered into a formal transportation arrangement with a reputed logistics service provider.

This approach allows the Company to maintain cost efficiency while ensuring reliable logistics support for larger-scale requirements.

25. ***We are required to comply with certain restrictive covenants under our financing agreements. Any noncompliance may lead to, amongst others, an accelerated repayment schedule, enforcement of security, and suspension of further drawdowns, which may adversely affect our business, results of operations, financial condition, and cash flows.***

The financing arrangements entered into by us include conditions that require our Company to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions. As of the date of this Prospectus, we had outstanding indebtedness of Rs. 911.66 lakhs based on Restated Standalone Financial Statements. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such a loan and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents from certain lenders include, amongst others, (a) any scheme of merger, amalgamation, restructuring, compromise or dissolution, (b) permit or effect any direct or indirect change in the legal, or beneficial ownership or control, (c) Change in our Company's Memorandum or Articles of Association, and (d) affect any material change in the management of the business of our Company.

While we have received all relevant consents required for the purposes of this Offer and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time. While we have not defaulted on any covenants in financing agreements in the past, we cannot assure you that this will continue to be the case in the future. A failure to observe the covenants under our financing arrangements or to obtain necessary consents/ waivers, constitutes defaults under the relevant financing agreements and will entitle the respective lenders to declare a default against us and enforce remedies under the terms of the financing agreements, that include, including others, acceleration of amounts due under such facilities, enforcement of any security interest created under the financing agreements and taking possession of the assets given as security in respect of the financing agreements. If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition, during any period in which we are in default, we may be unable to raise, or face difficulties raising, (further financing. For further information on our borrowings, see "*Financial Indebtedness*" on page 220.

To address this risk our company shall implement a proactive compliance and communication strategy. Establishing a robust internal monitoring system will help track covenants and conditions in financing agreements, ensuring ongoing compliance. Regular reviews of these agreements will allow us to anticipate actions needing lender consent and avoid potential breaches. Maintaining open communication with lenders about significant business developments will facilitate smoother negotiations for approvals.

There has been no past instance wherein the outstanding loans have been converted into equity.

We have received NOC' s from all the Lenders except for the Vehicle loans.

***26. Inability to Obtain NOCs from Certain Lenders***

The Company has availed vehicle loans from HDFC Bank and Yes Bank. We, the Lead Manager to the Issue, hereby declare that, based on the due diligence carried out by us and the information and confirmations provided by the Company, there are no restrictive covenants stipulated under the vehicle loan agreements with HDFC Bank and Yes Bank, which would have a material adverse impact on the Company or its ability to undertake the proposed capital raising activity. Although, there is no requirement to obtain the NOC from the aforesaid leaders, as a good corporate governance practice we have reached out to them for seeking NoC.

Despite our best efforts and continuous follow-ups, we have been unable to obtain No Objection Certificates (NOCs) from these lenders. Specifically, HDFC Bank and Yes Bank have not issued NOCs for the vehicle loans, as per their internal policy, does not issue NOCs for unsecured loans. While we have made every reasonable attempt to procure the necessary consents, the inability to obtain these NOCs may be perceived as a procedural risk, which could potentially impact the perception of our creditworthiness or compliance status among stakeholders. However, we affirm that all such loans are duly serviced and are not in default.

To the best of our knowledge and belief, the absence of these NOCs does not, in any manner, hinder or restrict the Company from proceeding with the proposed Issue.

***27. Latent defects in our products may increase it's after-sales cost or we may suffer losses on account of replacements/ product recalls.***

Despite testing of our products prior to dispatch, errors, defects or performance issues, and/or latent defects may occur in existing products or new products. Such defects may also cause us to incur significant support and repair costs under our purchase orders/contracts. We may have to incur additional costs to address these defects. Also, the recurrence of these problems may result in the delay or loss of market acceptance of our products, which may harm our business, market reputation and financial condition.

While we have faced instances of product recalls in the past, which resulted in losses due to the replacement of products that failed to perform, such manufacturing defects also lead to a loss of goodwill.

If a supplier fails to meet quality standards, it could expose the Company to the risk of product liability claims or delay the production schedule for the Company's products. Any defects in products could also result in customer claims for damages. Furthermore, in defending such claims, substantial costs may be incurred and adverse publicity generated. While the Company obtains quality assurances from the suppliers, there can be no assurance that such assurances or warranties will be successfully obtained or enforced. In such instances, any product recalls would adversely affect the Company's business, results of operations, and financial condition. To address this risk, we must implement robust quality management systems that focus on identifying and eliminating process variances through proactive problem-solving and continuous improvement initiatives. Investing in advanced monitoring technologies, such as sensors and analytics tools, can help detect defects early in the production cycle, minimizing waste and rework. Additionally, we are conducting regular employee training on quality standards and preventive maintenance will enhance process reliability and reduce errors. By adopting these measures, we can improve product quality, reduce rejection rates, and safeguard both our financial performance and customer satisfaction.

***28. Our inability to manage our inventory and foresee accurate demand for our products for a future period may adversely affect our reputation, business, results of operation, and financial performance.***

The estimation of the demand for our products is typically based on our projections, inventory levels and our understanding of the anticipation of consumption and spending by our consumers. If we overestimate demand for our products, we may face difficulty in the storage of such products due to the changing preferences of the customers. However, we order raw materials based on the orders we receive from our customers. Our average inventory days were 91 days, 92 days and 95 days in Fiscals 2025, 2024, and 2023, respectively, and for any growth in connection with our manufacturing business, our Company will require to increase our inventory days. Further, if we are unable to provide our products to our consumers due to any disruptions in our Manufacturing Facility or shortage of raw materials, we may incur the risk of losing customers to our competitors. While we closely monitor our inventory requirements for our product, we may be exposed to various other risks including the aforementioned risks. All of these factors could adversely affect our reputation, business, results of operation, and financial performance.

To mitigate this risk, we can adopt a multi-faceted approach focused on improving demand forecasting accuracy and inventory management. First, implementing a combination of demand forecasting methods—such as historical data analysis, market research, and predictive analytics—will provide a more comprehensive view of expected demand. Utilizing advanced tools powered by machine learning can enhance our ability to capture real-time variations in customer behavior, allowing us to adjust production schedules accordingly.

Second, we should consider adopting a hybrid push-pull inventory system that combines forecasting for raw materials with real-time production based on customer orders. This approach will help minimize overproduction and reduce the risk of excess inventory due to changing customer preferences. Additionally, increasing collaboration with our sales team will ensure that we gather insights directly from customers, enabling us to refine our forecasts based on actual market trends.

Furthermore, establishing safety stock levels for critical products can buffer against unexpected demand spikes or supply chain disruptions. Regularly reviewing and adjusting inventory levels based on market conditions will also help optimize our stock management. Lastly, maintaining strong relationships with suppliers will ensure we have access to alternative sources of raw materials if needed, minimizing the impact of any disruptions in our manufacturing facility.

***29. Our results of operations are likely to vary from year to year and be unpredictable, which could cause the market price of the Equity Shares to be volatile.***

Our results of operations in any given year can be influenced by a number of factors, many of which are outside of our control and may be difficult to predict, including:

- our ability to acquire and retain customers for our products;
- maintaining high levels of customer satisfaction;
- costs relating to our operations;
- adhering to our high quality and process execution standards;
- pricing policies introduced by our competitors;
- the timing and nature of, and expenses incurred in, our marketing efforts;
- recruiting, training, and retaining sufficient skilled technical and management personnel;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, and other internal systems;

Also, please refer "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 223 for details on the factors affecting our financial results. All of these factors, in combination or alone could negatively impact our revenues and may cause significant fluctuations in our results of operations. This variability and unpredictability could materially and adversely affect our results of operations and financial condition.

***30. We have entered into, and will continue to enter into, related party transactions.***

We have entered into and may in the ordinary course of our business continue to enter into transactions with related parties that include certain of our Promoters, Promoter Group, Directors, Key Managerial Personnel, and Group Companies. For further details in relation to our related party transactions, see Restated Standalone Financial Statements - Related Party Transaction" beginning on page 193. While we have entered into such transactions on an arm's length basis, there is no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.

***31. We could be adversely affected if we fail to keep pace with technical and technological developments.***

Our company operates in a rapidly evolving industry where advancements in technology and technical processes are critical for maintaining competitive advantage. If we fail to keep pace with these developments, we may experience adverse effects on our operations, product quality, and market position. The inability to adopt new technologies could result in inefficiencies, increased production costs, and a diminished ability to meet customer demands for innovative and high-quality products. Furthermore, competitors who leverage cutting-edge technologies may capture market share, leaving us at a disadvantage. Additionally, failure to invest in research and development could hinder our ability to introduce new products or improve existing ones, ultimately affecting our growth prospects and financial performance. Therefore, it is essential for us to continuously monitor industry trends, invest in technological advancements, and foster a culture of innovation to mitigate this risk effectively.

***32. Labour disputes could affect our operations.***

Our operations depend upon the productivity of our labour force. Our labour force is employed in our manufacturing facility. While we generally have good relations with our employees and we have not faced any instances of labour disputes, there can be no assurance that there will not be any major labour related disputes in the future. In the event of any labour dispute, our operations and results of operations could be adversely affected.

To mitigate the risk of potential labor disputes, our company shall implement a proactive labor relations strategy. This includes fostering a positive workplace culture through open communication channels that allow employees to voice their concerns and feedback. Regular training programs for management on conflict resolution and effective communication can enhance relationships with the workforce and address issues before they escalate.

Additionally, establishing a structured grievance resolution process will provide employees with clear avenues for addressing disputes, reducing the likelihood of conflicts. Engaging employees in decision-making processes and recognizing their contributions can further strengthen morale and loyalty.

***33. An inability to manage our growth could disrupt our business and reduce our profitability.***

We expect our business to grow as a result of our plans to expand further. We expect any growth in our business to place additional demands on us and require us to continuously evolve and improve our operational, financial, and internal controls across the organization. In particular, continued expansion increases the challenges involved in:

(i) maintaining high levels of client satisfaction;

(ii) recruiting, training, and retaining sufficient skilled management, technical and marketing personnel;

(iii) adhering to health, safety and environment and quality and process execution standards that meet client expectations;

(iv) preserving a uniform culture, values, and work environment in operations within and outside India; and

(v) developing and improving our internal administrative infrastructure, particularly our financial, operational,communications and other internal systems.

In addition, we have identified several growth plans as set out in the sub-section titled "*Our Business- Our Business Strategy*" on page 125. Our ability to implement our business plans depend on, inter alia, global economic conditions, our capital resources, our R&D capabilities for new products and technology solutions, our ability to commercially realise the R&D results, our ability to obtain any necessary government or regulatory approval or licenses, and the availability of management, financial and other resources.

The success of our business will depend greatly on our ability to implement our business and strategies effectively. Even if we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within the estimated budget, or that we will meet the expectations of targeted customers. We expect our strategies to place significant demands on our management and other resources and require us to continue developing and improving our financial, operating, and other internal controls. Our inability to manage our business and strategies could have an adverse effect on our business, financial condition, and profitability.

***34. Some of the reports referred to in this Prospectus were commissioned by us.***

We have obtained certain market data, industry forecasts, and data used throughout this Prospectus from internal surveys, market research, and publicly-available industry, Government, and research information, publications and websites. Industry publications generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of the information is not guaranteed. Similarly, while we believe these industry forecasts and market research to be reliable, we have not independently verified this information and do not make any representation as to the accuracy of this information. Therefore, in discussions of matters relating to the Global market, India, its economy and our industry in this Prospectus, the statistical and other data upon which such discussions are based may be incomplete or unreliable. In addition, internal company reports have not been verified by independent sources and may be incomplete or unreliable.

***35. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

The amount of our future dividend payments, if any, will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will be able to pay dividends. Additionally, we may be restricted by the terms of our existing or future debt financing to make dividend payments only after a certain time period as will be agreed with the lenders.

***36. Our management will have broad discretion in how we apply the Net Proceeds of the Offer and there is no assurance that the Objects of the Offer will be achieved within the time frame expected, or at all, or that the deployment of Net Proceeds in the manner intended by us will result in an increase in the value of your investment.***

We intend to use the Net Proceeds for the purposes described under the *"Objects of the Offer"* on page 83. The Objects of the Offer comprise (a) Capital Expenditure for Plant & Machinery and Construction of Shed & Building (b) funding incremental working capital requirements of our Company, and (c) forgeneral corporate purposes (the amount utilised for general corporate purposes shall not exceed 15% of the GrossProceeds or ₹ 10 crores whichever is less). Further, our Objects of the Offer have not been appraised by any bank, financial institution or other independent agency. Our management will have broad discretion to revise our business plans, estimates and budgets from time to time. Consequently, our funding requirements and deployment of funds may change, which may result in the rescheduling of the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular activity, subject to compliance with applicable law and the investment policies approved by our management. Further, pursuant to Section 27 of the Companies Act, 2013, any variation in the Objects of the Offer would require a special resolution of the shareholders, and the promoter or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Offer, in accordance with applicable law.

In accordance with Regulation 281A of SEBI ICDR Regulations, our Promoters or shareholders in control of our Company shall provide an exit offer to dissenting shareholders as provided for in the Companies Act, 2013 in case

of change in objects or variation in the terms of contract related to objects referred to in this Prospectus, as per the conditions and in the manner provided in the SEBI ICDR Regulations.

In case of an increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements.If actual utilization towards the Objects of the Offer is lower than the proposed deployment, such balance will beused for future growth opportunities, including funding other existing objects, if required. If the estimated utilizationof the Net Proceeds is not completely met in a fiscal year, it shall be carried forward.

***37. Our insurance coverage may not adequately protect us against certain operational risks or claims by our employees.***

Our Company maintains insurance coverage for a variety of risks. Although we consider our insurance coverage to be reasonable to cover all normal risks associated with our operations, we cannot assure you that there cannot be any further risks which could have been insured by us.

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

Upon completion of this Issue, our Promoter and Promoter Group will continue to own a majority of our Equity Shares. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Our Promoters will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by the applicable law to abstain from voting. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company even if it is in the best interests of our Company. The interests of our Promoters could conflict with the interests of our other equity shareholders, and the Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

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

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

***40. Our Company logo "" is not registered with Registrar of Trademark; any infringement of our brand name or failure to get it registered may adversely affect our business. Further, any kind of negative publicity or misuse of our brand name could hamper our brand building efforts and our future growth strategy could be adversely affected.***

Our Company has applied with the Registrar of Trademark for registration of logo "". If we are unable to register the intellectual property, we may be required to change our logo and hence may loose on the goodwill created so far. Further, the same may involve costly litigations and penal provisions if some legal consequences arise if someone from outside use our name and logo of the Company. We believe that our future growth and competitiveness would depend on our ability to establish and strengthen our brand. We cannot guarantee that we will be able to make a lasting brand image with our customers and other people in the absence of a logo.

Although, we believe that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, trade secrets or proprietary technology will not be copied, infringed or obtained by third parties. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations.

***41. We may be unable to grow our business in additional geographic regions or international markets, which may adversely affect our business prospects and results of operations.***

We have planned to expand our geographical reach both in Indian and in international markets. The customers may be price conscious and we may be unable to compete effectively with the products of our competitors. If we are unable to grow our business in these new markets effectively, our business prospects, results of operations and financial condition may be adversely affected.
Further, expansion into new international markets is important to our long-term prospects. Competing successfully in international markets requires additional management attention and resources to tailor our services to the unique aspects of each new country. We may face various risks, including legal and regulatory restrictions, increased advertising and brand building expenditure, challenges caused by distance, language and cultural differences, in addition to our limited experience with such markets and currency exchange rate fluctuations. International markets require a very high standard of quality of products and our Company may not be able to match the international standards thereby failing to make a brand presence in the international markets. If we are unable to make long-lasting relations with the major customers in the overseas market or if we are unable to justify the quality of our products to them, it may make it difficult for us to enter into such markets. These and other risks, which we do not foresee at present, could adversely affect any international expansion or growth, which could have an adverse effect on our business, results of operations and financial condition.

***42. Our future fund requirements, in the form of further Issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the Shareholders depending upon the terms on which they are eventually raised.***

We may require additional capital from time to time depending on our business needs. Any further Issue of Equity Shares or convertible securities would dilute the shareholding of the existing Shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing Shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

***43. In addition to our existing indebtedness for our existing operations, we may incur further indebtedness during the course of business. We cannot assure that we would be able to service our existing and/ or additional indebtedness.***

In addition to the indebtedness for our existing operations, we may incur further indebtedness during the course of our business. We cannot assure you that we will be able to obtain further loans at favorable terms. Increased borrowings, if any, may adversely affect our debt-equity ratio and our ability to borrow at competitive rates. In addition, we cannot assure you that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget our working capital requirements, which may lead to delays in arranging additional working capital requirements, loss of reputation, levy of liquidated damages and can cause an adverse effect on our cash flows.

Any failure to service our indebtedness or otherwise perform our obligations under our financing agreements entered with our lenders or which may be entered into by our Company, could trigger cross default provisions, penalties, acceleration of repayment of amounts due under such facilities which may cause an adverse effect on our business, financial condition and results of operations. For details of our indebtedness, please refer to the

chapter titled — "Financial Indebtedness" on page 220 of this Prospectus.

***44. Delay in raising funds from the IPO could adversely impact the implementation schedule.***

The proposed fund requirement, Purchase of Plant & Machinery, Construction of Shed & Building and for working capital, primarily, as detailed in the chapter titled "Objects of the Issue" beginning on page 83 is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We, therefore, cannot assure that we would be able to execute our future plans/strategy within the estimated time frame.

***Risks Relating to the Issue and the Equity Shares***

***45. After this Issue, the price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not be sustained.***

Prior to this Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained upon the completion of this Issue. The initial public offering price of the Equity Shares offered hereby was determined through our negotiations with the Lead Manager and may not be indicative of the market price of the Equity Shares after this Issue. The market price of our Equity Shares after this Issue will be subject to significant fluctuations in response to, among other factors:

- variations in our operating results and the performance of our business;
- regulatory developments in our target markets affecting us, our customers, or our competitors;
- changes in financial estimates by securities research analysts;
- addition or loss of executive officers or key employees;
- loss of one or more significant customers;
- the performance of the Indian and global economy;
- significant developments in India's economic liberalization and deregulation policies, and the fiscal regime;
- volatility in the Indian and global securities markets;
- performance of our competitors and perception in the Indian market about investment in our industry; and
- adverse media reports, if any, on our Company, or the industry.

Many of these factors are beyond our control. There has been recent volatility in the Indian stock markets and our share price could fluctuate significantly as a result of such volatility in the future. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue.

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

We have applied to BSE to use its name as the Stock Exchange in this offer document for listing our shares on the SME Platform of BSE . In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Offer will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a delay in listing the Equity Shares on the SME Platform of BSE. Any delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

***47. Any future issuance of Equity Shares may dilute the investors' shareholdings or sales of our Equity Shares by our Promoters or Promoter Group may adversely affect the trading price of our Equity Shares.***

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

***48. Foreign investors may be restricted in their ability to purchase or sell Equity Shares.***

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

***49. The investors may be restricted in their ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of their ownership position.***

Under the Companies Act, 2013, a Company incorporated in India must offer its holders of shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares which are voted on the resolution. However, if the law of the jurisdiction the investors are in does not permit them to exercise their pre-emptive rights without us filing an offering document or registration statement with the applicable authority in the jurisdiction they are in, they will not be able to exercise their pre-emptive rights unless we make such a filing. If we elect not to make such a filing, the new securities may be issued to a custodian, who may sell the securities for the investors' benefit. The value such custodian would receive upon the sale of such securities if any, and the related transaction costs cannot be predicted. To the extent that the investors' are unable to exercise pre-emptive rights granted in respect of the Equity Shares, their proportional interest in us would be reduced.

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

The Companies Act and related regulations, the Articles of Association, and the Listing Agreements to be entered into with the Stock Exchange govern the corporate affairs of the Company. The Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties 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 as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder than as a shareholder of a corporation in another jurisdiction.

***51. Our Equity Shares are quoted in Indian Rupees in India, and therefore investors may be subject to potential losses arising out of exchange rate risk on the Indian Rupee and risks associated with the conversion of Indian Rupee proceeds into foreign currency.***

Investors are subject to currency fluctuation risk and convertibility risk since the Equity Shares are quoted in Indian Rupees on the Indian stock exchanges on which they are listed. Dividends on the Equity Shares will also be paid in Indian Rupees. The volatility of the Indian Rupee against the U.S. dollar and other currencies subjects investors who convert funds into Indian Rupees to purchase our Equity Shares to currency fluctuation risks.

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

***in time.***

Our listed Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on the Equity Shares' circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares. As a result of this circuit breaker, there can be no assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

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

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

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

Since the Offer size is less than ₹5,000 Lakhs, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Offer. The deployment of these funds raised through this Offer, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Fresh Offer proceeds could adversely affect our financials. However, as per the Section 177 of the Companies Act, 2013 and applicable laws, the Audit Committee of our Company would be monitoring the utilization of the Offer Proceeds.

***External Risk Factors***

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

In late 2019, COVID-19 emerged and by March 11, 2020 was declared a global pandemic by The World Health Organization. Governments and municipalities around the world instituted measures in an effort to control the spread of COVID-19, including quarantines, shelter-in-place orders, school closings, travel restrictions, lock down of cities and closure of non-essential businesses. By the end of March, the macroeconomic impacts became significant, exhibited by, among other things, a rise in unemployment and market volatility. The outbreak of COVID-19 in many countries, including India, the United Kingdom and the United States, has significantly and adversely impacted economic activity and has contributed to significant volatility and negative pressure in financial markets, and it is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis, recession or depression, despite monetary and fiscal interventions by governments and central banks globally. On March 24, 2020, the Government of India ordered a national lockdown in response to the spread of COVID-19. Although some governments are beginning to ease or lift these restrictions, the impacts from the severe disruptions caused by the effective shutdown of large segments of the global economy remain unknown and no prediction can be made of when any of the restrictions currently in place will be relaxed or expire, or whether or when further restrictions will be announced.

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our clients and service providers, which could adversely affect our business, financial condition and results of operations. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel

bans and restrictions, quarantines, shelter in place orders, and shutdowns. These measures have impacted and may further impact our workforce and operations, the operations of our clients, and those of our respective service providers. There is currently substantial medical uncertainty regarding COVID-19. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities used for our operations. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession. The spread of COVID-19 has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, customers, partners, and suppliers. There is no certainty that such measures will be sufficient to mitigate the risks posed by the outbreak, and our ability to perform critical functions could be harmed. The extent to which the COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the coronavirus and the actions taken globally to contain the coronavirus or treat its impact, among others. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events. The degree to which COVID-19 impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity, the actions taken to contain the outbreak or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, environmental harm, loss of life, injuries and impact the wellbeing of our people.

**56. A *slowdown in economic growth in India could adversely affect our business, results of operations, financial condition and cash flows.***

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the country in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports of materials, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margin.

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

Our business and financial performance could be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to "Key Industry Regulations and Policies" on page 150 of this Prospectus for details of the laws currently applicable to us.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply

with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavorable changes to the laws and regulations applicable to us could also subject us to additional liabilities.
GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge being collected by the central and state governments. The GST has led to increase tax incidence and administrative compliance. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable. Further, the general anti avoidance rules ("GAAR") provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

***58. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

Inflation is typically impacted by factors such as governmental policies, regulations, commodity prices, liquidity and global economic environment. Any change in the government or a change in the economic and deregulation policies could adversely affect the inflation rates. Continued high rates of inflation may increase our costs such as salaries, travel costs and related allowances, which are typically linked to general price levels. There can be no assurance that we will be able to pass on any additional costs to our clients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

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

Under the current Indian Income Tax provisions, all transactions of purchase and sales of securities on Indian stock exchanges are subject to levy of securities transaction tax (STT) which will be collected by respective stock exchange on which the securities are transacted. Accordingly, the Indian Income Tax Act has special capital gains tax provisions for all transactions of purchase and sale of equity shares carried out on the Indian Stock Exchanges. Under the current Indian Income Tax provisions, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India.

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

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

***61. We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards ("IFRS"). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.***

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the "IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may

have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

62. ***Financial difficulty and other problems in certain long-term lending institutions and investment institutions in India could have a negative impact on our business.***

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is referred to as "systemic risk," may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis. Our transactions with these financial institutions expose us to credit risk in the event of default by the counter party, which can be exacerbated during periods of market illiquidity. As the Indian financial system operates within an emerging market, we face risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions and banks. This in turn could adversely affect our business, financial condition, results of operations and cash flows.

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

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

64. ***Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.***

Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company's business could cause its results of operations to suffer. Any significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

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

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

## SECTION III – INTRODUCTION

## THE ISSUE

| **PRESENT ISSUE IN TERMS OF THIS PROSPECTUS** | |
|---|---|
| Issue of Equity Shares by our Company [(1)(2)] | 21,64,000* Equity Shares of face value of ₹10 each fully paid up of our company at a price of ₹ 65 per Equity share aggregating to ₹ 1,406.60 Lakhs. |
| ***The Issue consists of:*** | |
| Market Maker Reservation Portion | 1,10,000 Equity Shares of face value of ₹10 each fully paid up of our company at a price of ₹ 65/- per Equity share aggregating to ₹ 71.50 Lakhs. |
| Net Issue to the Public [(3)] | 20,54,000 Equity Shares of face value of ₹10 each fully paid up of our company at a price of ₹ 65/- per Equity share aggregating to ₹ 1,335.10 Lakhs. |
| ***Of which*** | |
| Allocation of 10,28,000 Equity Shares will be available for allocation to Individual Investors who applies for minimum application size. | 10,28,000 Equity Shares aggregating to ₹ 668.20 Lakhs |
| Allocation of 10,26,000 Equity Shares will be available for allocation to Individual Investors who applies for minimum application size. | 10,26,000 Equity Shares aggregating to ₹ 666.90 Lakhs |
| **Pre and Post – Issue Equity Shares** | |
| Equity Shares outstanding prior to the Issue | 60,00,000 Equity Shares of face value of ₹10 each |
| Equity Shares outstanding after the Issue | 81,64,000 Equity Shares of face value ₹10 each |
| Use of Net Proceeds by our Company | Please see the chapter titled "***Objects of the Issue***" on page 83 |

*[(1)] This Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time.*
*[(2)] The present Issue has been authorized pursuant to a resolution by our Board of Directors at its meeting held on March 01, 2025 and by the Shareholders of our company, vide a special resolution passed pursuant to Section 62 (1)I of the Companies Act, 2013 at their Extra ordinary general meeting held on March 17, 2025.*

*[(3)] The allocation in the net Offer to the public category shall be made as per the requirements of Regulation 253(2) of SEBIICDR Regulations, as amended from time to time, which reads as follows:*

*(a) minimum fifty per cent to Individual Investors who applies for minimum application size; and*

*(b) remaining to:*

*i. individual applicants other than Individual Investors who applies for minimum application size; and*
*ii. other investors including corporate bodies or institutions, irrespective of the number of specified securities.*

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

*Explanation - For the purpose of sub-regulation (2), if the Individual Investors who applies for minimum application size category is entitled to more than fifty per cent. of the issue size on a proportionate basis, the Individual Investors who applies for minimum application size shall be allocated that higher percentage."*

For further details please refer to the chapter titled **"*Offer Structure*"** beginning on page 268 of this Prospectus.

## SUMMARY FINANCIAL STATEMENTS

The summary financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and the sections "***Restated Financial Statements***" *and* "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 193 and 223 respectively.

### STATEMENT OF STANDALONE ASSETS AND LIABILITIES AS RESTATED

*(₹ In Lakhs)*

| Sr. No. | Particulars | Note No. | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|---|
| | | | | | |
| | **EQUITY AND LIABILITIES** | | | | |
| **1)** | **Shareholders Funds** | | | | |
| | a. Share Capital | 3 | 600.00 | 150.00 | 150.00 |
| | b. Reserves & Surplus | 4 | 466.98 | 653.49 | 588.51 |
| | | | | | |
| **2)** | **Non - Current Liabilities** | | | | |
| | a. Long-term Borrowings | 5 | 191.58 | 366.61 | 362.39 |
| | b. Deferred Tax Liabilities (Net) | 6 | 110.20 | 111.35 | 108.13 |
| | c. Long-term Provisions | 7 | 11.44 | 7.20 | 9.74 |
| | | | | | |
| **3)** | **Current Liabilities** | | | | |
| | a. Short Term Borrowings | 5 | 720.07 | 530.82 | 601.21 |
| | b. Trade Payables | 8 | | | |
| | - Due to Micro and Small Enterprises | | 367.18 | 171.90 | 342.37 |
| | - Due to Others | | 375.22 | 128.33 | 138.94 |
| | c. Short Term Provisions | 7 | 105.83 | 51.45 | 23.32 |
| | d. Other Current Liabilities | 9 | 134.44 | 210.94 | 298.98 |
| | | | | | |
| **TOTAL** | | | **3,082.94** | **2,382.08** | **2,623.59** |
| | | | | | |
| | **ASSETS** | | | | |
| **1)** | **Non Current Assets** | | | | |
| | a. Property, Plant & Equipment and Intangible Assets | 10 | | | |
| | - Property, Plant & Equipment | | 981.14 | 910.74 | 891.27 |
| | b. Other Non-Current Assets | 11 | 23.01 | 20.69 | 16.33 |
| | | | | | |
| **2)** | **Current Assets** | | | | |
| | a. Inventories | 12 | 774.71 | 633.33 | 695.03 |
| | b. Trade Receivables | 13 | 1,069.48 | 571.09 | 702.12 |
| | c. Cash and Cash Equivalents | 14 | 86.13 | 124.52 | 182.30 |
| | d. Short term loan and advances | 15 | 13.80 | 21.60 | 17.75 |
| | e. Other current assets | 16 | 134.68 | 100.10 | 118.80 |
| | | | | | |
| **TOTAL** | | | **3,082.94** | **2,382.08** | **2,623.59** |

**STATEMENT OF STANDALONE PROFIT AND LOSS AS RESTATED**

*(₹ In Lakhs)*

| Sr. No. | Particulars | Note No. | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|---|---|
| **A** | **INCOME** | | | | |
| | Revenue from Operations | 17 | 2,966.12 | 2,277.24 | 2,401.09 |
| | Other Income | 18 | 65.16 | 58.22 | 40.25 |
| | **Total Income (A)** | | **3,031.28** | **2,335.46** | **2,441.34** |
| | | | | | |
| **B** | **EXPENDITURE** | | | | |
| | Cost of Materials Consumed | 19 | 1,275.79 | 838.78 | 953.44 |
| | Changes in inventories of finished goods, work-in-progress and stock-in-trade | 20 | (168.32) | 44.24 | (97.25) |
| | Direct & Manufacturing Expenses | 21 | 1,119.14 | 946.87 | 983.56 |
| | Employee benefit expenses | 22 | 149.74 | 140.74 | 233.07 |
| | Finance costs | 23 | 111.41 | 105.94 | 102.02 |
| | Depreciation and amortisation expense | 24 | 61.69 | 57.61 | 54.63 |
| | Other expenses | 25 | 134.32 | 108.32 | 127.89 |
| | **Total Expenses (B)** | | **2,683.77** | **2,242.50** | **2,357.35** |
| **C** | **Profit before tax (A-B)** | | **347.52** | **92.96** | **83.99** |
| | | | | | |
| **D** | **Tax Expense:** | | | | |
| | (i) Current tax | | 85.17 | 24.77 | 18.61 |
| | (ii) Deferred tax expenses/(credit) | | (1.15) | 3.22 | 6.9 |
| | **Total Expenses (D)** | | **84.02** | **27.99** | **25.51** |
| **E** | **Profit for the year (C-D)** | | **263.49** | **64.98** | **58.47** |
| **F** | **Earnings per share (Face value of ₹ 10/- each):** | | | | |
| | **i. Basic** | | **4.39** | **1.08** | **0.97** |
| | **ii. Diluted** | | **4.39** | **1.08** | **0.97** |

## STATEMENT OF STANDALONE CASH FLOW AS RESTATED

*(₹ In Lakhs)*

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|
| **Cash Flow From Operating Activities:** | | | |
| Net Profit before tax as per Profit and Loss A/c | 347.52 | 92.96 | 83.99 |
| **Adjustments for:** | | | |
| Finance Cost | 111.41 | 105.94 | 102.02 |
| Depreciation and Amortisation Expense | 61.69 | 57.61 | 54.63 |
| Interest Income | (1.87) | (1.61) | (1.50) |
| Loss/(Profit) on sale of asset | - | - | (0.45) |
| Unrealised exchange (gain)/loss | 4.67 | (3.79) | (5.06) |
| Dividend Received | (2.32) | - | (0.45) |
| **Operating Profit Before Working Capital Changes** | **521.09** | **251.11** | **233.62** |
| **Adjusted for (Increase)/Decrease in operating assets** | | | |
| Inventories | (141.38) | 61.69 | (95.52) |
| Trade Receivable | (502.53) | 134.81 | 20.91 |
| Short-term Loans & Advances | 7.80 | (3.85) | (9.84) |
| Other Non-current assets and current assets | (36.90) | 14.34 | (45.17) |
| **Adjusted for Increase/(Decrease) in operating liabilities:** | | | |
| Trade Payables | 442.17 | (181.07) | 47.59 |
| Provisions | 29.87 | 21.59 | 0.69 |
| Other Current Liabilities | (76.50) | (88.04) | (27.40) |
| **Cash Generated From Operations Before Extra-Ordinary Items** | **243.63** | **210.59** | **124.87** |
| Net Income Tax (paid)/ refunded | (56.42) | (20.78) | (13.00) |
| **Net Cash Flow from/(used in) Operating Activities: (A)** | **187.22** | **189.91** | **111.88** |
| **Cash Flow From Investing Activities:** | | | |
| Purchase of property, plant & equipment and intangible assets | (136.39) | (77.09) | (89.13) |
| Sale of property, plant & equipment | 6.63 | - | 1.02 |
| Interest received on Fixed Deposits | 1.87 | 1.61 | 1.50 |
| Deposits placed with banks (net) | (1.83) | 1.05 | (3.85) |
| **Net Cash Flow from/(used in) Investing Activities: (B)** | **(129.71)** | **(74.42)** | **(90.47)** |
| **Cash Flow from Financing Activities:** | | | |
| Net Proceeds (Repayments) of Long-Term Borrowings | (175.04) | 4.22 | 29.04 |
| Net Proceeds (Repayments) of Short-Term Borrowings | 188.73 | (70.40) | 97.75 |
| Finance Cost Paid | (111.41) | (105.94) | (102.02) |
| **Net Cash Flow from/(used in) Financing Activities (C)** | **(97.72)** | **(172.12)** | **24.76** |
| | | | |
| Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C) | **(40.22)** | **(56.73)** | **46.17** |
| Cash & Cash Equivalents As At Beginning of the Year | 93.61 | 150.34 | 104.16 |
| Cash & Cash Equivalents As At End of the Year | **53.39** | **93.61** | **150.34** |
| | | | |
| **Cash and Cash Equivalents comprise of** | | | |
| Cash-in-Hand | 2.45 | 1.44 | 2.00 |
| Balance with Banks in Current Accounts (include current account balance and debit balance of bank overdraft account excluding Fixed Deposits) | 50.94 | 92.17 | 148.34 |
| **Total** | **53.39** | **93.61** | **150.34** |

## GENERAL INFORMATION

Swastika Castal Limited (the "**Company**") was incorporated on June 10, 1996, as a Public Limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by Registrar of Companies, West Bengal. The corporate identification number of our Company is U27101WB1996PLC079995.

Mr. Anup Sharda, Mr. Aloke Sharda, Mr. Shiv Kumar Sharda, Mr. Sushil Kumar Sharda, Mr. Gopal Sharda, Mr. Gopi Kishan Mundhra and Mr. Prakash Khaitan were the initial subscribers to the Memorandum of Association of our Company. For further details and details of changes in the registered office of our company, please refer to the chapter titled "*History and Certain Corporate Matters*" beginning on page 165 of this Prospectus.

### REGISTERED OFFICE

**Swastika Castal Limited**
117A Chittaranjan Avenue, Kolkata-700073,
West Bengal, India.
**Tel No:** +91 63539-26282
**Email:** scl@aluminiumcasting.net
**Website:** https://sclcasting.com/

### CORPORATE OFFICE

**Swastika Castal Limited**
306 Tower -A, Mayfair Corporate Park, Behind Delhi Public School,
Kalali, Vadodara-390012, Gujarat, India
**Tel No:** +91 63539-26282
**Email:** swastika@aluminiumcasting.net
**Website:** https://sclcasting.com/

### MANUFACTURING FACILITY/WORKS OFFICE

**Swastika Castal Limited**
Block 535, Vermardi Road, Karjan
Vadodara - 391210, Gujarat, India.
**Tel No:** +91 63539-26282
**Email:** swastika@aluminiumcasting.net
**Website:** https://sclcasting.com/

### REGISTRAR OF COMPANIES

**Registrar of Companies**, West Bengal, Kolkata
Corporate Bhawan, 4th Floor Plot No. IIIF/16,
in AA-IIIF Rajarhat, New Town, Akandakeshari
Kolkata – 700
**Tel No:** 033-2287 7390
**Fax:** 033-22903795
**Email:** roc.kolkata@mca.gov.in

### DESIGNATED STOCK EXCHANGE

**BSE Limited**
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001,
Maharashtra, India
**Tel No:** 022 – 2272 1233/34
**Website:** www.bseindia.com

### BOARD OF DIRECTORS

As on the date of this Prospectus, the Board of Directors of our Company comprises of the following

| Name | Designation | DIN | Residential Address |
|---|---|---|---|
| Varun Sharda | Managing Director | 01571483 | A-9, Samrajya Munjmahuda, Akota, Vadodara – 390020, Gujarat, India. |
| Varsha Sharda | Non-Executive Director | 05291150 | B/402 Suramya Altis, B/S Pancham High Street, NR Manisha, OP Road, Vadodara-390007, Gujarat, India |
| Ashwinbhai Kantilal Shah | Independent Director | 02221267 | Bombey Shopping Center Near Racecourse Circle Alkapuri, Vadodara, Racecourse Padra Vadodara-390007, Gujarat, India. |
| Bharat Dhirajlal Mehta | Independent Director | 07180906 | 33-harinagar society, Gotri Road, Near Anand Balwadi school, Vadodara -390007, Racecourse, Gujarat, India |

For detailed profile of our Board of Directors, please see chapter titled "*Our Management*" beginning on page 169 of this Prospectus.

## CHIEF FINANCIAL OFFICER

**Gopalkumar Ambalal Gandhi**
A/8 Hardwar Nagar Society
Harni Road, Vadodara – 390022
Gujarat, India
**Email:** cfo@aluminiumcasting.net
**Website:** https://sclcasting.com/

## COMPANY SECRETARY AND COMPLIANCE OFFICER

**Mukesh Khanna**
306 Tower -A, Mayfair Corporate Park, Behind Delhi Public School,
Kalali, Vadodara-390012, Gujarat
**Tel No:** +91 63539-26282
**Email:** compliance@aluminiumcasting.net
**Website:** https://sclcasting.com/

## INVESTOR GRIEVANCES

Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Offer and/or Lead Manager in case of any pre-Offer or post-Offer 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, non-receipt of funds by electronic mode etc.

The Company has appointed Horizon Management Private Limited registered with SEBI, as Lead Manager to the Offer, and Accurate Securities & Registry Private Limited, also SEBI-registered, as Registrar to the Offer, after assessing their capability to perform their obligations under Regulation 69(4) of the SEBI ICDR Regulations.

All grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the Application Form was submitted, giving full details such as name of the sole or First Applicant, Application Form number, Applicant's DP ID, Client ID, PAN, address of Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for Individual Investors who make the payment of Application Amount through the UPI Mechanism), date of Application Form and the name and address of the relevant Designated Intermediary where the Application was submitted. Further, the Applicant shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as

amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the Lead Manager is required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

Further, the Applicant 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 Applications submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

## LEAD MANAGER TO THE OFFER

**Horizon Management Private Limited**
19 R N Mukherjee Road, Main Building, 2nd Floor,
Kolkata - 700 001, West Bengal, India.
**Telephone:** +91 334 600 0607
**Facsimile:** +91 334 600 0607
**E-mail:** smeipo@horizon.net.co
**Website:** https://www.horizonmanagement.in/
**Investor grievance:** investor.relations@horizon.net.co
**Contact Person:** Narendra Bajaj
**SEBI Registration Number:** INM000012926

## REGISTRAR TO THE OFFER

**Accurate Securities & Registry Private Limited**
**Address:** B1105-1180, KP Epitome, Nr. Makarba Lake,
Nr. Siddhi Vinayak Towers Makarba,
Ahmedabad-380051, Gujarat, India.
**Telephone:** +91 79-48000319
**E-mail:** swastika.ipo@accuratesecurities.com
**Website:** www.accuratesecurities.com
**Investor grievance:** investors@accuratesecurities.com
**Contact Person:** Ankur Shah
**SEBI Registration No.:** INR000004173

## LEGAL ADVISOR TO THE OFFER

**J Mukherjee & Associates**
Room 6, 2nd Floor, Saraf House
4/1, Red Cross Place, Kolkata - 700001.
**Contact:** +91 9830640366
**Email:** jmukherjeeandassociates@gmail.com
**Website**: https://jmukherjeeassociates.wordpress.com/
**Contact Person:** Jayabrata Mukherjee

## BANKERS TO THE OFFER / REFUND BANK / SPONSOR BANK

**Name:** Kotak Mahindra Bank Limited
**Address:** Intellion Square, 501, 5th Floor, A Wing, Infinity IT Park, Gen A.K Vaidya Marg, Malad – East, Mumbai - 400097
**Telephone:** 022-66056603
**E-mail:** cmsipo@kotak.com
**Website:** www.kotak.com

## BANKERS TO THE COMPANY

**Name:** Axis Bank Ltd.
**Address:** Axis Bank Ltd, Shop No. 10 to 11 Shivabhi Luxuria, Nr GG Matamandir, Makarpura Maneja, Vadodara - 390013
**Telephone:** +91 8238779991
**E-mail:** brhd2999@axisbank.com
**Website:** www.axisbank.com

## STATUTORY AND PEER REVIEW AUDITOR OF OUR COMPANY

**Name: O P Rathi & Co., Chartered Accountants**
**Address:** 102-103, Shivani Flats, B/h Bank of India,
Ellorapark, Subhanpura, Vadodara-390023
**Telephone:** +91 265 2392665
**FRN:** 108718W
**Peer Review No:** 017113
**Contact**: CA Ruchi Rathi
**E-mail:** admin@oprathi.in

## FILING OF THE DRAFT PROSPECTUS AND PUBLIC ANNOUNCEMENT

In compliance with Regulation 71(1), the Draft Prospectus was filed with BSE SME along with details of our Promoters, including Permanent Account Numbers (PAN) and passport numbers for individual Promoters, available for inspection at the Registered Office of the Company and with BSE SME.

## STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Horizon Management Private Limited, being the sole Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Issue. Hence, a statement of inter se allocation of responsibilities is not required.

## SELF-CERTIFIED SYNDICATE BANKS ("SCSBs")

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and updated from time to time.Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, as amended.**INVESTORS BANKS OR ISSUER BANKS FOR UPI**

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI at (www.sebi.gov.in) . For details on Designated Branches of SCSBs collecting the Application Forms, please refer to the above-mentioned SEBI link.

## REGISTERED BROKERS

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Applicant can submit Application Form for the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Brokers Centres.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time. For details on Registered Brokers, please refer to the website of BSE Limited i.e. www.bseindia.com.

## REGISTRAR TO THE OFFER AND SHARE TRANSFER AGENTS ("RTA")

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and email address, are provided on the website of the SEBI (www.sebi.gov.in), and updated from time to time.

## COLLECTING DEPOSITORY PARTICIPANTS ("CDP")

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

## CREDIT RATING

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

## IPO GRADING

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

## DEBENTURE TRUSTEES

Since this is not a debenture issue, appointment of debenture trustee in not required.

## FILING OF THE DRAFT PROSPECTUS/ PROSPECTUS

The Draft Prospectus was not filed with SEBI, nor did SEBI Issue any observation on the Issue Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. Pursuant to SEBI Master Circular, a copy of this Prospectus is being filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in. Further, a copy of the Prospectus, is also being filed with the SME platform of BSE Limited, where the Equity Shares are proposed to be listed.A copy of the Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the ROC Office situated at Registrar of Companies, West Bengal, 4th Floor Plot No. IIIF/16, in AA-IIIF Rajarhat, New Town, Akandakeshari, Kolkata – 700 135

## APPRAISING ENTITY

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

## TYPE OF OFFER

The present Offer is considered to be 100% Fixed Price Offer.

## GREEN SHOE OPTION

No green shoe option is contemplated under the Offer.

## EXPERT OPINION

Except as stated below, our Company has not obtained any expert opinions: Our Company has received written consent from the Statutory Auditors namely O.P. Rathi & Co., Chartered Accountants to include their name in respect of the reports on the Restated Financial Statements dated July 05, 2025 and the Statement of Possible Tax Benefits dated July 07, 2025 issued by them and included in this Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

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

## CHANGES IN AUDITORS

The following are the changes in Auditors during the last three years:

| Name of the Auditor | Date of Change | Reason for Change |
|---|---|---|
| **Prakash Chandra Jain & Co.**<br>**Chartered Accountants**<br>74-76 Gayatri Chambers,<br>Near Railway Station, Alkapuri<br>Vadodara – 390005, Gujarat, India<br>**Email ID:** dcbarjatya@gmail.com<br>**Mobile**: 98980-99357<br>**FRN**: 002438C<br>**Membership No**: 041235 | July 31, 2024 | Resignation due to preoccupation in other assignments. |
| **O.P Rathi & Co**<br>**Chartered Accountants**<br>102-103, Shivani Flats,<br>Behind Bank of India Ellora Park,<br>Vadodara-390021, Gujarat, India<br>**Telephone:** +91 265 2392665<br>**FRN:** 108718W<br>**Peer Review No:** 017113<br>**E-mail:** admin@oprathi.in | August 01, 2024 | Appointed in case of casual vacancy |
| **O.P Rathi & Co**<br>**Chartered Accountants**<br>102-103, Shivani Flats,<br>Behind Bank of India Ellora Park,<br>Vadodara-390021, Gujarat, India<br>**Telephone:** +91 265 2392665<br>**FRN:** 108718W<br>**Peer Review No:** 017113<br>**E-mail:** admin@oprathi.in | October 01, 2024 | Re-appointed for a term of 5 years |

## UNDERWRITING AGREEMENT

This Offer is 100% Underwritten by Horizon Management Private Limited in the capacity of Underwriter to the Offer. The Underwriting agreement is dated June 04, 2025. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Offer:

| Details of the Underwriter | No. of Equity Shares Underwritten | Amount Underwritten | % of total Offer size underwritten |
|---|---|---|---|
| Horizon Management Private Limited | 21,64,000 | ₹ 1,406.60 lakhs | 100 |

**Includes 1,10,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations, as amended.*

In accordance with Regulation 260(2) of the SEBI ICDR Regulations, this Offer has been 100% underwritten and shall not restrict to the minimum subscription level. Our Company shall ensure that the Lead Manager to the Offer have underwritten at least 15% of the total Offer Size.

In the opinion of the Board of our Directors of our company, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriter is registered with SEBI under Section12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s).

## Issue Programme

An indicative time table in respect of the Issue is set out below:

| Event | Indicative Date |
|---|---|
| Issue Opening Date | July 21, 2025 |

| Event | Indicative Date |
|---|---|
| Issue Closing Date | July 23, 2025 |
| Finalisation of Basis of Allotment with the Designated Stock Exchange | On or about July 24, 2025 |
| Initiation of Allotment / Refunds / Unblocking of Funds [(1)] | On or about July 25, 2025 |
| Credit of Equity Shares to demat accounts of Allottees | On or about July 25, 2025 |
| Commencement of trading of the Equity Shares on the Stock Exchange | On or about July 28, 2025 |

*[(1)] In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.*

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days); 'T' being issue closing date. Our Company shall follow the timeline provided under the aforementioned circular.

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Individual Investors who applies for minimum application size on Issue Closing Date maybe extended in consultation with the LM, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise. In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Individual Investors who applies for minimum application size can revise or withdraw their Bid Cum Application Forms prior to the Bid/ Issue Closing Date. Allocation to Individual Investors who applies for minimum application size, in this Issue will be on a proportionate basis.

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

**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 the Draft Prospectus and Prospectus may result in changes to the above-mentioned timelines. Further, the issue procedure is subject to change to any revised SEBI circulars to this effect.**

On the Issue Closing Date, for uploading the Application Forms:

1. 4.00 p.m. IST in case of application by QIBs and Non – Institutional Investors; and
2. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Individual Investors which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by LM to the Stock Exchanges.

For further details, see "*Issue Structure*" and "*Issue Procedure*" beginning on pages 268 and 271, respectively.

Applicants should note the Issue is also subject to (i) obtaining final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC.

## WITHDRAWAL OF THE ISSUE

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

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

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

Notwithstanding the foregoing, the Issue is subject to obtaining the final listing and trading approval of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment.

## MARKET MAKER

**Name:** Horizon Financial Consultants Private Limited
**Address:** 56 E, Hemanta Basu Sarani, 4th Floor, Room No. 62, Kolkata - 700001
**Telephone:** 033 - 40675333
**E-mail:** query@horizon.net.co
**Website:** https://www.horizonfinancial.co.in/

## DETAILS OF THE MARKET MAKING AGREEMENT

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.

2. The minimum depth of the quote shall be ₹ 1,00,000. However, the Investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

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

4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the 1,10,000 Equity Shares sought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 5% of the Issue size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.

5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE Limited may intimate the same to SEBI after due verification.

6. There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.

7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Issue price.

8. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.

9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

10. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

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

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

13. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.

14. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:

    a. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

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

15. Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

| S. No. | Market Price Slab (in Rs.) | Proposed Spread (in % to sale price) |
|---|---|---|
| 1. | Up to 50 | 9 |
| 2. | 50 to 75 | 8 |
| 3. | 75 to 100 | 6 |
| 4. | Above 100 | 5 |

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

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

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

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

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

## CAPITAL STRUCTURE

The share capital of our Company as on date of this Prospectus is set forth below:

*(₹ in lakhs, except share data)*

| Sr. No. | Particulars | Aggregate Value at Nominal Value | Aggregate Value at Issue Price |
|---|---|---|---|
| **A.** | **Authorised Share Capital out of which:** | | |
| | 90,00,000 Equity Shares having face value of ₹ 10/- each | 900.00 | - |
| | | | |
| **B.** | **Issued, Subscribed and Paid-up Share Capital before the Issue out of which** | | |
| | 60,00,000 Equity Shares having face value of ₹ 10/- each | 600.00 | - |
| | | | |
| **C.** | **Present Issue in terms of this Prospectus** [(1)] | | |
| | Fresh issue of 21,64,000 Equity Shares of ₹ 10/- each at a price of ₹ 65/- per Equity Share | 216.40 | 1,406.60 |
| | | | |
| | ***Which comprises*** [(2)]***:*** | | |
| | 1,10,000 Equity Shares of face value of ₹10/- each at a price of ₹ 65 per Equity Share reserved as Market Maker Portion. | 11.00 | 71.50 |
| | Net issue to Public of 20,54,000 Equity Shares of ₹10/- each at a price of ₹ 65/- per Equity Share to the Public. | 205.40 | 1,335.10 |
| | ***Of Which:*** | | |
| | Allocation of 10,28,000 Equity Shares will be available for allocation to Individual Investors who applies for minimum application size. | 102.80 | 668.20 |
| | Allocation of 10,26,000 Equity Shares will be available for allocation to other than Individual Investors who applies for minimum application size. | 102.60 | 666.90 |
| | | | |
| **D.** | **Issued, Subscribed and Paid-up Share Capital after the Issue** | | |
| | 81,64,000 Equity Shares of face Value of ₹ 10/- each. | 816.40 | |
| | | | |
| **E.** | **Securities Premium Account** | | |
| | Before the Issue | 117.00 | |
| | After the Issue | 1,307.20 | |

*(1) The present Issue has been authorized pursuant to a resolution of our Board dated March 1, 2025, and pursuant to a special resolution of our Shareholders passed in an Extra-ordinary General Meeting dated March 17, 2025 under Section 62(1)(c) of the Companies Act, 2013.*

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

### Classes of Shares

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

### Details of changes in Authorized Share Capital of our Company since incorporation

The initial authorised capital of our Company was ₹ 20,00,000 (Rupees Twenty Lakh only) divided into 2,00,000 Equity Shares of ₹ 10/- each. The details of the alteration of the authorised share capital of our Company have been provided below:

| Date of Shareholder's Meeting | Particulars of Change | | AGM/EOGM |
|---|---|---|---|
| | From | To | |
| 30/09/1996 | ₹ 20,00,000 divided in to 2,00,000 Equity Shares of ₹ 10 each | ₹ 40,00,000 divided in to 4,00,000 Equity Shares of ₹ 10 each | AGM |
| 14/03/1997 | ₹ 40,00,000 divided in to 4,00,000 Equity Shares of ₹ 10 each | ₹ 75,00,000 divided in to 7,50,000 Equity Shares of ₹ 10 each | EOGM |
| 11/01/2008 | ₹ 75,00,000 divided in to 7,50,000 Equity | ₹ 85,00,000 divided in to 8,50,000 | EOGM |

| Date of Shareholder's Meeting | Particulars of Change | | AGM/EOGM |
|---|---|---|---|
| | From | To | |
| | Shares of ₹ 10 each | Equity Shares of ₹ 10 each | |
| 25/03/2011 | ₹ 85,00,000 divided in to 8,50,000 Equity Shares of ₹ 10 each | ₹ 1,00,00,000 divided in to 10,00,000 Equity Shares of ₹ 10 each | EOGM |
| 05/09/2011 | ₹ 1,00,00,000 divided in to 10,00,000 Equity Shares of ₹ 10 each | ₹ 1,25,00,000 divided in to 12,50,000 Equity Shares of ₹ 10 each | EOGM |
| 15/05/2015 | ₹ 1,25,00,000 divided in to 12,50,000 Equity Shares of ₹ 10 each | ₹ 2,00,00,000 divided in to 20,00,000 Equity Shares of ₹ 10 each | EOGM |
| 22/02/2025 | ₹ 2,00,00,000 divided in to 20,00,000 Equity Shares of ₹ 10 each | ₹ 9,00,00,000 divided in to 90,00,000 Equity Shares of ₹ 10 each | EOGM |

## NOTES TO THE CAPITAL STRUCTURE

1) **Share Capital History of our Company:**

**Equity Share Capital** The following table sets forth details of the history of paid-up Equity Share capital of our Company:

| Date of Allotment | No. of Equity Shares | Face value (₹) | Issue Price (₹) | Nature of consideration | Nature of Allotment | Cumulative Number of Equity Shares | Cumulative paid-Up Capital (₹) |
|---|---|---|---|---|---|---|---|
| On Incorporation* | 700 | 10.00 | 10.00 | Cash | Subscription to MOA(1) | - | 7,000 |
| 14-03-1997 | 1,03,000 | 10.00 | 10.00 | Cash | Further Issue(2) | 1,03,700 | 10,37,000 |
| 21-07-1997 | 2,26,000 | 10.00 | 10.00 | Cash | Further Issue(3) | 3,29,700 | 32,97,000 |
| 30-09-1997 | 1,37,800 | 10.00 | 10.00 | Cash | Further Issue(4) | 4,67,500 | 46,75,000 |
| 29-06-2006 | 40,000 | 10.00 | 50.00 | Cash | Further Issue(5) | 5,07,500 | 50,75,000 |
| 27-03-2007 | 1,24,000 | 10.00 | 50.00 | Cash | Further Issue (6) | 6,31,500 | 63,15,000 |
| 01-11-2007 | 68,500 | 10.00 | 50.00 | Cash | Further Issue (7) | 7,00,000 | 70,00,000 |
| 31-03-2008 | 60,000 | 10.00 | 50.00 | Cash | Further Issue (8) | 7,60,000 | 76,00,000 |
| 31-03-2011 | 2,00,000 | 10.00 | 10.00 | Cash | Right Issue(9) | 9,60,000 | 96,00,000 |
| 12-09-2011 | 2,00,000 | 10.00 | 10.00 | Cash | Right Issue(10) | 11,60,000 | 1,16,00,000 |
| 23-06-2015 | 3,40,000 | 10.00 | 10.00 | Cash | Right Issue(11) | 15,00,000 | 1,50,00,000 |
| 01-03-2025 | 45,00,000 | 10.00 | NA | Capitalization of General Reserve | Bonus Issue(12) | 60,00,000 | 6,00,00,000 |

**The MOA of our Company was signed on May 14, 1996. However, our Company was incorporated on June 10, 1996.*

*(1) Subscription to the MOA by subscribing to a total of 700 equity shares to Anup Sharda (100); Aloke Sharda (100); Shiv Kumar Sharda (100); Sushil Kumar Sharda (100); Shree Gopal Sharda (100); Gopi Kishan Mundhra (100); Prakash Khaitan (100).*

*(2) Further issue of 1,03,000 Equity Shares held on March 14, 1997: Shusil Kumar Sharda (2,500), Asha Sharda (5,000), Pramila Sharda (2,000), Shiv Kumar Sharda (2,500), Manjudevi Sharda (1,000), Rachana Sharda (15,000), Indra Sharda (15,000), Fizza Investment Private Limited (10,000), Kishanlal Pachisia (10,000), K.K. Impexo Finance*

*Private Limited (10,000), Sputnik Commercial Private Limited (10,000), Infra Development Engineers & Architects Private Limited (20,000).*

(3) *Further issue of 2,26,000 Equity Shares held on July 21, 1997; to Shive Ratan Maheshwari and Suraj Bagri (5,000), Parshuram Mundra and Jagdish Prasad Mundhra (10,000), Ankush Trexim (P) Ltd. (10,000), Mayank Comercial Com. (P) Ltd. (10,000), Anurodh Impex Pvt. Ltd. (10,000), Cresent Commodeal Pvt. Ltd. (10,000), Arena Merchants Pvt. Ltd. (10,000), Shiv Kumar Sharda (10,000), Malchand Sharda HUF (12,000), Ankush Trexim (P) Ltd. (10,000), Dhrolia Commercial Pvt. Ltd. (12,000), Pushpadevi Maheshwari and Sanjay Kumar Dhoot (30,000), Kailash Chandra Kankani and Reeta Kankani (10,000), Asha Sharda and Sushil Kumar Sharda (6,000), Indra Sharda and Alok Sharda (4,000), Manjudevi Sharda and Vikram Sharda (3,000), Shiv Kumar Sharda HUF (2,000), Mars Intra Pvt. Ltd. (10,000), Manjudevi Sharda and Vikram Sharda (10,000), Vikram Sharda and Rachana Sharda (2,500), Alok Sharda and Indra Sharda (10,000), Vidhyadevi Sharda and Alok Sharda (5,000), Pramila Sharda and Anup Sharda (2,500), Sidharth Sharda (5,000), Shivkumar Sharda and Vikram Sharda (5,000), Shushil Kumar Sharda and Asha Sharda (5,000), Archna Lakhotiya (5,000), Kishanchand Bagri and Vinodkumar Bagri (1,000), Omprakash Bagri and Ramesh Bagri (1,000).*

(4) *Further issue of 1,37,800 held on September 30th, 1997; to Adarsh Bagri (12,500), Vishal Bagri (12,500), Milal Kanta Nayak (400), Anup Sharda and Pramila Sharda (20,000), Shree Gopal Sharda HUF and Shree Gopal Sharda (Karta) and Alok Sharda (10,000), Vidhyadevi Sharda and Alok Sharda (400), Shivkumar Sharda (Karta) and Shivkumar Sharda HUF (5,000), Shiv Kumar Sharda (Karta) of Malchand Sharda HUF (11,000), Siddharth Sharda and Shusil Kumar Sharda (7,000), Shree Gopal Sharda and Anup Sharda (6,500), Bindudevi Marda and Archana Lakhotia (5,000), Shree Ratan Bagri (5,000), Shree Ratan Bagri (5,000), Shree Ratan Bagri (5,000), Premiladevi Bagri (5,000), Shiddharth Sharda and Shusil Kumar Sharda (2,500), Shushil Kumar Sharda and Siddharth Sharda (1,000), Shiv Kumar Sharda (Karta) and Shiv Kumar Sharda HUF (4,000), Indra Sharda and Alok Sharda (5,000), Vidhya Devi Sharda and Shree Gopal Sharda (5,000), Shree Gopal Sharda (Karta) care of Shree Gopal Sharda & Sons HUF (6,500), Anup Sharda and Pramila Sharda (2,000), Asha Sharda and Shushil Kumar Sharda (1,500).*

(5) *Further issue of 40,000 Equity Shares held on June 29 ,2006 to Kanyu Commercial Private Limited (20,000), and Rajnish Goods Private Limited (20,000).*

(6) *Further issue of Equity Shares of 1,24,000 Equity Share held on March 27 ,2007 to Kanyu Commercial Private Limited (30,000), Rajnish Goods private Limited (34,000), Nilima Distributors Private Limited (60,000).*

(7) *Further issue of 68,500 Equity Shares held on November 01,2007 to VKJ Trexim Private limited (20000) Kirti Goods Private limited (20000) Anupriya Vinimay Private Limited (10000) Nilima Goods Private Limited (18500).*

(8) *Further issue of 60,000 Equity Shares held on March 31, 2008 to Dew Drop Sales Pvt. Ltd. (40,000), Aangan Merchants Pvt Ltd (10,000), Aranya Commercial Pvt. Ltd. (10,000).*

(9) *Rights issue of Equity Shares of 2,00,000 Equity Shares held on March 31st, 2011; to Shree Gopal Sharda HUF (5,000), Pramila Sharda (10,000), Shivani Sharda (15,000), Anup Sharda HUF (15,000), Prabhav Sharda (10,000), Alok Sharda (10,000), Indra Sharda (5,000), Varsha Sharda (5,000), Anuj Sharda (5,000), Varun Sharda (5,000), Varun Sharda HUF (5,000), Anuj Sharda (10,000), Manju Sharda (10,000), Rachana Sharda (20,000), Vikram Sharda HUF (10,000), Shiv Kumar Sharda HUF (10,000), Shusil Kumar Sharda (10,000), Asha Sharda (10,000), Siddharth Sharda (10,000), Siddharth Sharda HUF (10,000), Shusil Kumar Sharda HUF (10,000).*

(10) *Rights issue of Equity Shares of 2,00,000 Equity Shares held on September 12, 2011; to Shree Gopal Sharda (10,000), Shree Gopal Sharda HUF (5,000), Vidhya Devi Sharda (5,000), Alok Sharda (10,000), Alok Sharda HUF (5,000), Indra Sharda (10,000), Anup Sharda HUF (5,000), Pramila Sharda (10,000), Anju Sharda (10,000), Anuj Sharda (10,000), Varsha Sharda (5,000), Prabhav Sharda (10,000), Shivangi Sharda (5,000), Shusil Kumar Sharda (10,000), Shusil Kumar Sharda HUF (10,000), Asha Sharda (10,000), Siddharth Sharda (10,000), Kavita Sharda (10,000), Shiv Kumar Sharda (10,000), Shiv Kumar Sharda HUF (10,000), Manju Devi Sharda (10,000), Vikram Sharda (5,000), Vikram Sharda HUF (5,000), Rachana Sharda (10,000).*

(11) *Rights issue of Equity Shares of 3,40,000 held on June 23, 2015; to Aloke Sharda (14,900), Aloke Sharda HUF (20,000), Anuj Sharda (20,000), Anup Sharda (15,700), Anup Sharda HUF (28,000), Indra Sharda (26,000), Prabhav Sharda (35,000), Pramila Sharda (5,000), Shivangi Sharda (5,000), Shree Gopal Sharda HUF (55,500), Anju Sharda (16,500), Varsha Sharda (40,000), Varun Sharda (37,700), Varun Sharda HUF (20,700).*

(12) *Bonus of 45,00,000 Equity Shares of Rs.10 each in the ratio of 3:1 aggregate issued and allotted on March 1, 2025 to following shareholders namely Varun Sharda (16,51,800); Varsha Sharda (1,86,000); Aloke Sharda (HUF) (1,35,000); Anuj Sharda (4,57,200); Indra Sharda (17,67,900); Anju Sharda (2,25,000) and Varun Sharda (Huf) (77,100).*

2) **Preference Share capital history of our Company**

Our Company does not have any preference share capital as on the date of this Prospectus.

3) **Issue of equity shares for consideration other than cash or out of revaluation reserves and through Bonus Issue:**

Except as set out below we have not issued equity shares for consideration other than cash:

| Date of allotment | Number of equity shares allotted | Face Value | Issue Price | Nature of allotment | Benefit accrued to our Company | Source out of which bonus shares issued |
|---|---|---|---|---|---|---|
| March 01, 2025 | 45,00,000 | 10 | N.A. | Bonus Issue | N.A. | Free Reserves. |

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

5) As of date of this Prospectus, our Company has not allotted Equity Shares pursuant to any scheme approved under sections 391-394 of the Companies Act, 1956 and/or sections 230-232 of the Companies Act, 2013.

6) Our Company has not issued any Equity Shares under any employee stock option scheme or employee stock purchase scheme.

7) Except as disclosed in "*Notes To The Capital Structure - Share Capital History of our Company - Equity Share Capital*", 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 Prospectus.

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*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

7) **Shareholding Pattern of our Company**

The table below represents the shareholding pattern of our Company as on the date of this Prospectus:

| Category (I) | Category of Shareholder (II) | No. of Shareholders (III) | No. of fully paid-up Equity Shares held (IV) | No. of Partly paid-up Equity Shares held (V) | No. of shares underlying depository receipts (VI) | Total No. of shares held (VII) = (IV)+(V)+(VI) | Shareholding as a % of total no. of Equity Shares (calculated as per SCRR) (VIII) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities (IX) | | | No. of Shares underlying outstanding convertible securities (including warrants) | Shareholding as a % assuming full conversion of convertible securities No. (a) | No. of locked-in Equity Shares (XII) | | Number of Equity Shares pledged or otherwise encumbered (XIII) | | No. of Equity Shares held in dematerialized form (XIV) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | Class (Equity) | Total | Total as a % of (A+B+C) | | | No. (a) | As a % of total shares held (b) | No. (a) | As a % of total shares held (b) | |
| (A) | Promoters and Promoter Group | 7 | 60,00,000 | - | - | 60,00,000 | 100.00 | 60,00,000 | 60,00,000 | 100.00 | - | - | - | - | - | - | 60,00,000 |
| | | | | | | | | | | | | | | | | | |
| (B) | Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | | | | | | | | | |
| (C) | Non Promoter-Non Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | | | | | | | | | |
| (C1) | Shares underlying depository receipt | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | | | | | | | | | |
| (C2) | Shares held by employee trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | | | | | | | | | | | | | | | | | |
| **Total** | | 7 | **60,00,000** | **-** | **-** | **60,00,000** | **100.00** | **60,00,000** | **60,00,000** | **100.00** | **-** | **-** | **-** | **-** | **-** | **-** | **60,00,000** |

*Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one (1) day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares. The Equity Shares held by our Promoters are in dematerialized form.*

8) **Other details of shareholding of our Company:**

a) Particulars of the shareholders holding 1% or more of the Pre – Issue paid-up share capital of our Company aggregating to 80% or more of the paid-up share capital and the number of shares held by them as on the date of filing of this Prospectus:

| Sr. No. | Particulars | No. of Equity Shares | % of Shares to Pre – Issue Equity Share Capital |
|---|---|---|---|
| 1. | Indra Sharda | 23,57,200 | 39.29 |
| 2. | Varun Sharda | 22,02,400 | 36.71 |
| 3. | Anuj Sharda | 6,09,600 | 10.16 |
| 4. | Varsha Sharda | 2,48,000 | 4.13 |
| 5. | Anju Sharda | 3,00,000 | 5.00 |
| 6. | Aloke Sharda (HUF) | 1,80,000 | 3.00 |
| 7. | Varun Sharda (HUF) | 1,02,800 | 1.71 |
| **Total** | | **60,00,000** | **100.00** |

b) Particulars of the shareholders holding 1% or more of the Pre – Issue paid-up equity share capital of our Company and the number of shares held by them ten (10) days prior to the date of filing of this Prospectus:

| Sr. No. | Particulars | No. of Equity Shares | % of Shares to Pre – Issue Equity Share Capital |
|---|---|---|---|
| 1. | Indra Sharda | 23,57,200 | 39.29 |
| 2. | Varun Sharda | 22,02,400 | 36.71 |
| 3. | Anuj Sharda | 6,09,600 | 10.16 |
| 4. | Varsha Sharda | 2,48,000 | 4.13 |
| 5. | Anju Sharda | 3,00,000 | 5.00 |
| 6. | Aloke Sharda (HUF) | 1,80,000 | 3.00 |
| 7. | Varun Sharda (HUF) | 1,02,800 | 1.71 |
| **Total** | | **60,00,000** | **100.00** |

c) Particulars of the shareholders holding 1% or more of the Pre – Issue paid-up equity share capital of our Company and the number of shares held by them one (01) year from the date of filing of this Prospectus:

| Sr. No. | Particulars | No. of Equity Shares | % of Shares to Pre – Issue Equity Share Capital |
|---|---|---|---|
| 1. | Indra Sharda | 5,89,300 | 39.29 |
| 2. | Varun Sharda | 5,50,600 | 36.71 |
| 3. | Anuj Sharda | 1,52,400 | 10.16 |
| 4. | Varsha Sharda | 62,000 | 4.13 |
| 5. | Anju Sharda | 75,000 | 5.00 |
| 6. | Aloke Sharda (HUF) | 45,000 | 3.00 |
| 7. | Varun Sharda (HUF) | 25,700 | 1.71 |
| **Total** | | **15,00,000** | **100.00** |

d) Particulars of the shareholders holding 1% or more of the Pre – Issue paid-up equity share capital of our Company and the number of shares held by them two (02) years prior to filing of this Prospectus:

| Sr. No. | Particulars | No. of Equity Shares | % of Shares to Pre – Issue Equity Share Capital |
|---|---|---|---|
| 1. | Varun Sharda | 5,50,600 | 36.71 |
| 2. | Anuj Sharda | 1,52,400 | 10.16 |
| 3. | Indra Sharda | 5,89,300 | 39.29 |
| 4. | Varsha Sharda | 62,000 | 4.13 |
| 5. | Anju Sharda | 75,000 | 5.00 |
| 6. | Aloke Sharda (HUF) | 45,000 | 3.00 |
| 7. | Varun Sharda (HUF) | 25,700 | 1.71 |
| **Total** | | **15,00,000** | **100.00** |

e) None of the shareholders of our Company holding 1% or more of the paid-up capital of the Company as on the date of the filing of the Prospectus are entitled to any Equity Shares upon exercise of warrant, option or right to convert a debenture, loan or other instrument.

f) Our Company has not made any initial public offer of its Equity Shares or any convertible securities during the preceding 02 (two) years from the date of this Prospectus.

9) Our Company does not have any intention or proposal to alter its capital structure within a period of six (06) months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares whether preferential or bonus, rights or further public issue basis. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

10) **Shareholding of our Promoters**

As on the Date of this Prospectus, our Promoters hold 76.00% of the pre-issued, subscribed and paid-up Equity Share Capital of Our Company.

Set forth below are the details of the build-up of shareholding of our Promoters:

| Date of Allotment and made fully paid up/ Transfer | Nature of Transaction | Consideration | No. of Equity Shares | F.V (in Rs.) | Issue /Transfer Price (in Rs.) | Cumulative no. of Equity Shares | % of Pre-Issue Equity Paid Up Capital | % of Post - Issue Equity Paid Up Capital | No. of Shares Pledged | % of shares pledged |
|---|---|---|---|---|---|---|---|---|---|---|
| **VARUN SHARDA** | | | | | | | | | | |
| 18-09-2001 | Transfer of Shares from Prashuram Mundra and Jagdish Prasad Mundra | Cash | 10,000 | 10 | 03 | 10,000 | 0.17 | 0.12 | - | - |
| 18-09-2001 | Transfer of shares from Mars Intra Pvt. Ltd. | Cash | 10,000 | 10 | 03 | 20,000 | 0.33 | 0.24 | - | - |
| 18-09-2001 | Transfer of shares from Milal Kanti Nayak, | Cash | 400 | 10 | 03 | 20,400 | 0.34 | 0.25 | - | - |
| 18-09-2001 | Transfer of shares from Kishan Chand Bagri and Vinod kumarBagri | Cash | 1,000 | 10 | 03 | 21,400 | 0.36 | 0.26 | - | - |
| 18-09-2001 | Transfer of shares from Om Prakash Bagri and Ramesh Bagri | Cash | 1,000 | 10 | 03 | 22,400 | 0.37 | 0.27 | - | - |
| 20-09-2009 | Transfer of shares through gift deed from Shree Gopal sharda, Shree Gopal sharda and Vidhya devi sharda, Shree Gopal sharda and Anup sharda | Nil | 17,900 | 10 | Nil | 40,300 | 0.67 | 0.49 | - | - |

| Date of Allotment and made fully paid up/ Transfer | Nature of Transaction | Consideration | No. of Equity Shares | F.V (in Rs.) | Issue /Transfer Price (in Rs.) | Cumulative no. of Equity Shares | % of Pre-Issue Equity Paid Up Capital | % of Post-Issue Equity Paid Up Capital | No. of Shares Pledged | % of shares pledged |
|---|---|---|---|---|---|---|---|---|---|---|
| 31-03-2011 | Rights Issue | Cash | 5,000 | 10 | 10 | 45,300 | 0.76 | 0.55 | - | - |
| 23-06-2015 | Rights Issue | Cash | 37,700 | 10 | 10 | 83,000 | 1.38 | 1.02 | - | - |
| 20-12-2017 | Transfer of shares Through Gift deed from Anup sharda to Varun sharda | Nil | 4,22,600 | 10 | Nil | 5,05,600 | 8.43 | 6.19 | - | - |
| 12-08-2021 | Transfer of shares Through Gift deed From Anup sharda to Varun sharda | Nil | 45,000 | 10 | Nil | 5,50,600 | 9.18 | 6.74 | - | - |
| 01-03-2025 | Bonus Issue | Nil | 16,51,800 | 10 | Nil | 22,02,400 | 36.71 | 26.98 | - | - |
| | **Total** | | **22,02,400** | | | | | | | |
| **INDRA SHARDA** | | | | | | | | | | |
| 30-09-1997 | Allotment of shares in joint account-Indra Sharda & Aloke sharda | Cash | 5,000 | 10 | 10 | 5,000 | 0.08 | 0.06 | - | - |
| 14-03-1997 | Allotment of shares in joint account-Indra Sharda & Aloke sharda | Cash | 15,000 | 10 | 10 | 20,000 | 0.33 | 0.24 | - | - |
| 21-07-1997 | Allotment of shares in joint account-Indra sharda & Aloke Sharda | Cash | 4,000 | 10 | 10 | 24,000 | 0.40 | 0.29 | - | - |
| 31-03-2011 | Rights Issue | Cash | 5,000 | 10 | 10 | 29,000 | 0.48 | 0.36 | - | - |
| 12-09-2011 | Rights Issue | Cash | 10,000 | 10 | 10 | 39,000 | 0.65 | 0.48 | - | - |
| 23-06-2015 | Rights Issue | Cash | 26,000 | 10 | 10 | 65,000 | 1.08 | 0.80 | - | - |
| 31-03-2016 | Transfer of shares from Sushil kumar sharda HUF to Indra sharda | Cash | 10,000 | 10 | 10 | 75,000 | 1.25 | 0.92 | - | - |
| 31-03-2020 | Transfer of shares From Anup Sharda HUF to Indra sharda | Cash | 10,000 | 10 | 10 | 85,000 | 1.42 | 1.04 | - | - |
| 28-03-2022 | Transfer of shares through gift deed from Aloke sharda to Indra sharda | Nil | 5,04,300 | 10 | Nil | 5,89,300 | 9.82 | 7.22 | - | - |
| 01-03-2025 | Bonus Issue | Nil | 17,67,900 | 10 | Nil | 23,57,200 | 39.29 | 28.87 | - | - |
| | **Total** | | **23,57,200** | | | | | | | |

***Notes**: 1. None of the shares belonging to our Promoters have been pledged till date.*

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

*3. Our Promoters have confirmed to the Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.*

*4. All the shares held by our Promoters were fully paid-up on the respective dates of acquisition of such shares.*

11) As on the date of the Prospectus, the Company has seven (07) members/shareholders.

12) The details of the Shareholding of the Promoters and members of the Promoter Group as on the date of this Prospectus are set forth in the table below:

| Sr. No. | Name of the Shareholders | Pre-Issue | | Post - Issue | |
|---|---|---|---|---|---|
| | | Number of Equity Shares | % of Pre-Issue Equity Share Capital | Number of Equity Shares | % of Post-Issue Equity Share Capital |
| | ***Promoter*** | | | | |
| 1. | Varun Sharda | 22,02,400 | 36.71 | 22,02,400 | 26.98 |
| 2. | Indra Sharda | 23,57,200 | 39.29 | 23,57,200 | 28.87 |
| | **Total (A)** | **45,59,600** | **76.00** | **45,59,600** | **55.85** |
| | ***Promoter Group*** | | | | |
| 3. | Anuj Sharda | 6,09,600 | 10.16 | 6,09,600 | 7.47 |
| 4. | Varsha Sharda | 2,48,000 | 4.13 | 2,48,000 | 3.04 |
| 5. | Anju Sharda | 3,00,000 | 5.00 | 3,00,000 | 3.67 |
| 6. | Aloke Sharda (HUF) | 1,80,000 | 3.00 | 1,80,000 | 2.20 |
| 7. | Varun Sharda (HUF) | 1,02,800 | 1.71 | 1,02,800 | 1.26 |
| | **Total (B)** | **14,40,400** | **24.00** | **14,40,400** | **17.64** |
| | **Total (A+B)** | **60,00,000** | **100.00** | **60,00,000** | **73.49** |

13) Our Promoters and Directors of our Company and their relatives have not undertaken purchase or sale transactions in the Equity Shares of our Company, during a period of six (06) months preceding the date on which this Prospectus is filed with Stock Exchange.

14) There are no financing arrangements wherein the Promoters and the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the ormal course of the business of the financing entity during the period of six (06) months immediately preceding the date of filing of the Prospectus.

15) **Promoters' Contribution and other Lock-In details:**

In accordance with Regulations 236 and 238 of the SEBI (ICDR) Regulations, the Promoters of our Company shall be subject to the following lock-in restrictions on their shareholding:

**Minimum Promoters' Contribution:** An aggregate of 20 % of the fully diluted post-Offer share capital of the Company, held by the Promoters, shall be locked in for a period of three years from the date of allotment (the "Minimum Promoters' Contribution").

Other than the Equity Shares locked-in as Promoters' Contribution for a period of three years as stated in the table above, the entire pre-Issue capital of our Company, including the excess of minimum Promoters' Contribution, as per Regulation 238 of the SEBI (ICDR) Regulations, shall be locked in as follows:

(i) fifty percent. of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of Allotment; and
(ii) remaining fifty percent. of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of Allotment.
(iii) All other pre-issue shares shall be locked in for a period of one year from the date of Allotment

The lock-in of the Minimum Promoter's Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock exchange before the listing of the Equity Shares.

Following are the details of Minimum Promoters' Contribution:

| Number of Equity Shares locked-in *(1)(2)(3) | Nature of Allotment / Transfer | Date of Allotment and Date when made fully paid-up | Face value (in ₹) | Issue / Acquisition Price per Equity Share (in ₹) | Nature of consideration (cash / other than cash) | % of fully diluted post- Issue paid-up capital | Period of lock-in |
|---|---|---|---|---|---|---|---|
| ***Varun Sharda*** | | | | | | | |
| 83,500 | Bonus Issue | 01-03-2025 | 10 | NIL | Other than Cash | 10.23 | 10/08/2028 |
| ***Indra Sharda*** | | | | | | | |
| 80,000 | Allotment | 01-03-2025 | 10 | NIL | Other than Cash | 9.80 | 10/08/2028 |
| **TOTAL** | **16,35,000** | | | | | **20.03** | |

** Subject to finalisation of Basis of Allotment.*
*(1) For a period of two years from the date of allotment.*
*(2) All Equity Shares have been fully paid-up at the time of allotment.*
*(3) All Equity Shares held by our Promoters are in dematerialized form.*

For details on the build-up of the Equity Share capital held by our Promoters, see **"*Shareholding of our Promoters*"** on page 183.

The Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from persons defined as 'promoter' under the SEBI (ICDR) Regulations.

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

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets
- Equity Shares resulting from bonus issue by utilization of revaluations reserves or unrealized profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for minimum promoters' contribution;
- Equity Shares acquired during the preceding one year, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- Equity Shares allotted to the promoter against the capital existing in the firms for a period of less than one year on a continuous basis.
- Equity Shares held by the Promoters that are subject to any pledge; and
- Equity Shares for which specific written consent has not been obtained from the respective shareholders for inclusion of their subscription in the Promoters' Contribution subject to lock-in.
- The price per share for determining securities ineligible for minimum promoters' contribution, shall be determined after adjusting the same for corporate actions such as share split, bonus issue, etc. undertaken by the issuer.

Our Company has not been formed by the conversion of a partnership firm into a company in the past one year and thus, no Equity Shares have been issued to our Promoter upon conversion of a partnership firm in the past one year. Further, our Company has not been formed by the conversion of a proprietorship or a partnership firm or a limited liability partnership and therefore does not fall under Regulation 229(4) of the SEBI ICDR Regulations. All the Equity Shares held by the Promoter and the members of the Promoter Group are held in dematerialized form.

In terms of undertaking executed by our Promoters, Equity Shares forming part of Promoters' Contribution subject to lock in will not be disposed/ sold/ transferred by our Promoters during the period starting from the date of filing of this Prospectus till the date of commencement of lock in period as stated in this Prospectus.

***Other requirements in respect of 'lock-in'***

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

In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst Promoters / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 242(a) of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, provided that such loans have been granted for the purpose of financing one or more of the objects of the Issue and pledge of the Equity Shares is a term of sanction of such loans.

In terms of Regulation 242(b) of the SEBI ICDR Regulations, the Equity Shares held by the Promoters which are locked-in for a period of one year from the date of allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans.

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

17) The post-issue paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.

18) There have been no financing arrangements whereby our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Prospectus.

19) No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, 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, except for fees or commission for services rendered in relation to the Issue.

20) There neither have been and there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of the Prospectus until the Equity Shares have been listed on the Stock Exchange or all application monies have been refunded, as the case may be.

21) Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Prospectus.

22) There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

23) Our Company shall ensure that any transactions in Equity Shares by our Promoters and the Promoter Group during the period between the date of filing the Prospectus and the date of closure of the Issue, shall be reported to the Stock Exchanges within 24 hours of the transaction.

24) 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 Prospectus.

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

26) Our Promoters and the members of our Promoter Group will not participate in the Issue.

27) Following are the details of Equity Shares of our Company held by our Directors, Key Management Personnel:

| Sr. No. | Name of the Shareholders | Pre-Issue | | Post - Issue | |
|---|---|---|---|---|---|
| | | Number of Equity Shares | % of Pre-Issue Equity Share Capital | Number of Equity Shares | % of Post-Issue Equity Share Capital |
| 1. | Varun Sharda | 22,02,400 | 36.71 | 22,02,400 | 26.98 |
| 2. | Varsha Sharda | 2,48,000 | 4.13 | 2,48,000 | 3.04 |
| | **Total** | **24,50,400** | **40.84** | **24,50,400** | **30.02** |

28) Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.

29) Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "Basis of Allotment" in the chapter titled **"Issue Procedure"** beginning on page 271 of this Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.

30) An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

31) An over-subscription to the extent of 10% of the Net Issue as per Reg 268(2) of SEBI ICDR can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased; so as to ensure that 50% of the post Issue paid-up capital is locked in.

32) Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.

33) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.

34) As on date of this Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.

35) None of the investors of our Company are directly/indirectly related to the Lead Manager and their associates.

## OBJECTS OF THE ISSUE

We intend to utilize the Proceeds of the Issue, after deducting the Issue related expenses, as estimated to be ₹ 1,209.68 Lakhs (the "**Net Proceeds**").

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

1. Capital Expenditure for Plant & Machinery and Construction of Shed & Building;
2. Working Capital Requirements.
3. General Corporate Purpose.

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

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enable us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

Additionally, we believe that the listing of Equity Shares will enhance our Company's corporate image, brand name and create a public market for our Equity Shares in India.

**Issue Proceeds**

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

*(₹ in Lakhs)*

| Particulars | Estimated amount |
|---|---|
| Gross Proceeds from the Issue | ₹ 1,406.60 |
| (Less) Issue related expenses | ₹ 196.92 |
| **Net Proceeds** | ₹ 1,209.68 |

**Requirement of Funds and Utilization of Net Proceeds**

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

(*₹ in Lakhs*)

| Sr. No. | Particulars | Estimated amount |
|---|---|---|
| 1 | Capital Expenditure for acquisition of Plant & Machinery and Construction of Shed & Building | ₹ 500.00 |
| 2 | Working Capital Requirements | ₹ 550.00 |
| 3 | General corporate purposes [(1)] | ₹ 159.68 |

*[(1)] The amount utilised for general corporate purposes does exceed 15% of the Gross Proceeds of the Issue or ₹ 10 crores whichever is less.*

**Schedule of implementation**

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

(*₹ in Lakhs*)

| Sr. No. | Particulars | Total Estimated Cost | Amount to be funded from the Net Proceeds | Amount to be funded from internal accruals/ Borrowings | Estimated Utilisation of Net Proceeds |
|---|---|---|---|---|---|
| | | | | | **Fiscal 2026** |
| 1. | Capital Expenditure for acquisition of Plant & Machinery and construction of Shed & Building | ₹ 654.88 | ₹ 500.00 | ₹ 154.88 | ₹ 500.00 |
| 2. | Funding of working capital requirements of our Company ^ | ₹ 1,369.36 | ₹ 550.00 | ₹ 819.36 | ₹ 550.00 |
| 3. | General corporate purposes | ₹ 159.68 | ₹ 159.68 | Nil | ₹ 159.68 |

*^Our Company shall also fund the incremental working capital requirements by availing loan facilities.*

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

Given the dynamic nature of the industry and specifically that of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and taxes and duties, interest and finance charges, working capital margin, regulatory costs, environmental factors 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, subject to compliance with applicable law. Moreover, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 15% of the gross proceeds from the Issue in accordance with the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned Objects.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the Lead Manager or appraised by any bank, financial institution. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for

the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing. For further details see "*Risk Factors 37 - We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further, we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.*" on page 30.

The fund requirements set out for the aforesaid objects of the Issue are proposed to be met entirely from the Net Proceeds and internal accruals. In view of above, we confirm that, with respect to the Objects, our Company is in compliance with Regulation 230(1)(e) of the SEBI ICDR Regulations and we are not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

**Details of Objects of the Issue**

**1. *Accquisition of Plant & Machinery and Construction of Shed & Building***

Swastika Castal Ltd. has established itself as a prominent player in aluminium casting and manufacturing through its diverse production capabilities. The company employs several specialized casting processes to meet various industrial requirements. Our company specializes in providing advanced facilities for quality control and precision measurement, ensuring the highest standards across diverse industries. We utilize helium gas leak detectors to identify and locate even the smallest leaks in systems or components. Helium, with its small atomic size and inert properties, is an ideal tracer gas for leak detection, allowing us to ensure the integrity of critical products such as vacuum chambers, valves, and hermetic seals.

Additionally, our facility includes CNC, coordinate measuring machines (CMMs) for automated precision measurement of manufactured parts. These machines verify dimensional accuracy by measuring geometrical characteristics such as size, shape, and position against design specifications.

By integrating these advanced technologies into our operations, we provide comprehensive solutions that enhance product integrity, ensure dimensional precision, and maintain the highest quality standards across all applications. After installation of this machine's total capacity of CNC and Helium Testing will approximately increase to 84,652 and 52,052 units respectively

In order to further expand our production & testing capabilities, we tend to utilize our Net Proceeds of upto 500.00 lacs for acquisition of Plant & Machinery.

| Sr No. | Particulars | Vendor Details | Purpose of the Machinery | Units | Price Per Unit (₹ in Lakhs) | Gross Amount (₹ in Lakhs) | Amount of GST (₹ in Lakhs) | Total Estimated Cost (₹ in Lakhs) | Quotation Reference & Validity |
|---|---|---|---|---|---|---|---|---|---|
| 1 | CNC Slant Bed Turning Machine | Ace Designers limited | Used for precision machining of components based on customer specifications. | 1 | 66.31 | 66.31 | 11.94 | 78.25 | Dated: 11-07-2025<br>Validity: 30 days |
| 2 | Horizontal Machining Centre (approx X- | Bharat Fritz Werner Ltd. | Facilitates high-precision machining of components as | 1 | 90.00 | 90.00 | 16.20 | 106.20 | Q/BFW/25/000482 |

| Sr No. | Particulars | Vendor Details | Purpose of the Machinery | Units | Price Per Unit (₹ in Lakhs) | Gross Amount (₹ in Lakhs) | Amount of GST (₹ in Lakhs) | Total Estimated Cost (₹ in Lakhs) | Quotation Reference & Validity |
|---|---|---|---|---|---|---|---|---|---|
| | 600, Y 600, Z- 600) * | | per customer specifications. | | | | | | Dated: 28-02-2025<br><br>Validity: 6 months |
| 3 | Horizontal Machining Centre (approx X-800, Y 700, Z- 800) | Bharat Fritz Werner Ltd. | Enables advanced machining operations for manufacturing components in accordance with client requirements. | 2 | 99.95 | 199.90 | 35.98 | 235.88 | Q/BFW/25/000483<br><br>Dated: 28.02.2025<br><br>Validity: 6 months |
| 4 | Kirloskar 500KVA Dg Set with AMF Panel | Aqua Dynamic Solution | Provides backup power to ensure uninterrupted production during electrical outages. | 1 | 42.00 | 42.00 | 7.56 | 49.56 | ADS /1091/2025/Baroda<br><br>Dated: 27-02-2025<br><br>Validity: Till cancelled |
| 5 | Helium Leak Test System Double Chamber Helium Leak Testing | Nxtek Yantra Private Limited | Performs helium-based leak testing to ensure the quality and integrity of the final product. | 1 | 125.00 | 125.00 | 22.50 | 147.50 | Ref: Q01506<br><br>Dated: 28/02/2025<br><br>Validity: 180 days |
| 6 | Ingersoll Rand Make Screw Air Compressor | Standard Engineering Company | Powers various machines and is also used for cleaning and washing of components. | 02 | 7.65 | 15.30 | 2.75 | 18.05 | STD/2025 0239/VB/ AP<br><br>Dated: 28.02.2025<br><br>Validity: 6 months |
| 7 | I-R make Refrigerated air dryer | Standard Engineering Company | Removes moisture from compressed air to ensure a dry | 02 | 2.025 | 4.05 | 0.73 | 4.78 | STD/2025 0239/VB/ AP |

| Sr No. | Particulars | Vendor Details | Purpose of the Machinery | Units | Price Per Unit (₹ in Lakhs) | Gross Amount (₹ in Lakhs) | Amount of GST (₹ in Lakhs) | Total Estimated Cost (₹ in Lakhs) | Quotation Reference & Validity |
|---|---|---|---|---|---|---|---|---|---|
| | | | and clean air supply. | | | | | | Dated: 28.02.2025<br><br>Validity: 6 months |
| 8 | Tools & Fixtures | Delta Tooling Solutions | Comprises tool sets and attachments for the new machines to support component manufacturing as per customer specifications. | 65 | - | 15.63 | 2.81 | 18.44 | Ref: QT-2025-00115-1<br><br>Dated: 24.02.2025<br><br>Validity: Till 24.08.2025 |
| 9 | Tools & Fixtures | Delta Tooling Solutions | Comprises tool sets and attachments for the new machines to support component manufacturing as per customer specifications. | 58 | - | 16.69 | 3.00 | 19.69 | Ref: QT-2025-00117<br><br>Dated: 24.02.2025<br><br>Validity: Till 24.08.2025 |
| **Total** | | | | | | **574.88** | **103.47** | **678.35** | |

* Note:
The details of machine which the Company already have in its plant have been provided below:

| Sr No. | Particulars of the Machine | Date of Purchase | Cost of Machine | Name of the Supplier |
|---|---|---|---|---|
| 1. | CNC Horizontal<br><br>Machining Centre Model Prima 44 | 03.02.2022 | 66,50,000 | Bharat Fritz Werner Ltd. |

*Please note that the Horizontal Machining Centre proposed to be acquired from the proceeds of the issue is an advanced and upgraded model of the machine mentioned above and the cost difference certification have been provided by Kirtesh Kumar G Shah vide certificate dated June 03,2025.*

***Construction of Shed and Building***

The disclosures relating to construction of Shed and Building forming part of capital expenditure have been provided below:

| Sr No. | Particulars | Vendor Details | Purpose of the Machinery | Units | Price Per Unit (₹) | Gross Amount (₹ in Lakhs) | Amount of GST (₹ in Lakhs) | Total Estimated Cost (₹ in Lakhs) | Quotation Reference & Validity |
|---|---|---|---|---|---|---|---|---|---|
| 1. | Construction of Shed & Building | Khurana Constructions | The proposed shed and building are intended to be constructed to accommodate the installation of new machinery and to support the increased output resulting from it. | 10,000 Sq. Ft | 800 | 80.00 | 14.40 | 94.40 | Ref: KC/1<br>Dated: 01.03.2025<br>Validity: Till cancelled |
| **Total** | | | | | | **80.00** | **14.40** | **94.40** | |

We confirm that the issue is in Compliance with the requirement of Reg 230(1)(e) of SEBI ICDR, 2018.

We confirm that the machineries/equipment mentioned in the objects of the offer does not include any second-hand machineries.

We hereby confirm that any of the Promoter(s), Promoter Group, Director (s), Key managerial Personnel or Senior Managerial personnel have no interest or are related to vendor in any capacity.

In this regard, we clarify that the cost of machinery and equipment mentioned under the Objects of the Offer does not include applicable Goods and Services Tax (GST). The GST payable on such procurement will be funded through the Company's internal accrual, and not from the proceeds of the Offer.

Furthermore, the GST incurred on the purchase of machinery and equipment will be eligible for input tax credit, and the same shall be set off against the Company's output GST liability, in accordance with applicable provisions of the Goods and Services Tax laws.

### *2. Funding the working capital requirements of our Company*

With the expansion of the business, our company will be in need of additional working capital requirements. We fund a majority of our working capital requirements in the ordinary course of business from banks facilities and internal accruals. Our Company requires additional working capital for funding its incremental working capital requirements and releasing the internal accruals deployed in working capital. The funding of the incremental working capital requirements will lead to a consequent increase in our profitability, ability to utilize internal accruals for growth opportunities and achieving the proposed targets as per our business plan.

Our Company proposes to utilize upto ₹ 550 Lakhs of the Net Proceeds towards our Company's working capital requirements. The company shall utilize ₹ 550 Lakhs in Fiscal 2026 towards our Company's working capital requirements. The balance portion of our Company working capital requirement shall be met from the working capital facilities availed and internal accruals.

### *Basis of estimation of working capital requirement*

The details of our existing Company's working capital as at March 31, 2023, March 31, 2024 and March 31, 2025 and the source of funding, derived from the restated financial statements of our Company, as certified by our

Statutory Auditor through their certificate dated July 07, 2025 are provided in the table below. On the basis of the existing and estimated working capital requirement of our Company, and assumptions for such working capital requirements, our Board pursuant to its resolution dated July 05, 2025 has approved the estimated working capital requirements for Fiscal 2026 as set forth below:

(*₹ in Lakhs*)

| Sl. No. | Particular | As at March 31, 2023 (Actual - Restated) | As at March 31, 2024 (Actual-Restated) | As at March 31, 2025 (Actual-Restated) | As at March 31, 2026 (Projected) |
|---|---|---|---|---|---|
| **(A)** | **Current assets** | | | | |
| (a) | Inventories | 695.03 | 633.33 | 774.71 | 865.47 |
| (b) | Trade Receivables | 702.12 | 571.09 | 1,069.48 | 961.60 |
| (c) | Other Current Assets | 118.80 | 100.10 | 134.68 | 424.67 |
| | **Total current assets (A)** | **1,515.94** | **1,304.53** | **1,978.87** | **2,251.74** |
| **(B)** | **Current liabilities** | | | | |
| (a) | Trade payables | 481.31 | 300.24 | 742.41 | 713.89 |
| (b) | Other Current Liabilities and Short-term Provisions | 322.30 | 259.34 | 240.27 | 168.49 |
| | **Total current liabilities (B)** | **803.61** | **559.58** | **982.68** | **882.38** |
| **(C)** | **Total working capital requirements (C = A – B)** | **712.34** | **744.95** | **996.19** | **1,369.35** |
| **(D)** | **Funding pattern** | | | | |
| (a) | IPO proceeds | - | - | - | 550.00 |
| (b) | Borrowings from banks, financial institutions and non-banking financial companies and internal accruals or Internal accruals/ Net Worth | 712.34 | 744.95 | 996.19 | 819.35 |
| | **Total** | **712.34** | **744.95** | **996.19** | **1,369.35** |

*Note: Pursuant to the certificate dated July 07, 2025 issued by the Statutory Auditor.*
*Our Company shall also fund the incremental working capital requirements by availing loan facilities or from Internal Accruals.*

***Assumptions for our estimated working capital requirements***

***( In Days )***

| Particulars | As at March 31, 2023 | As at March 31, 2024 | As at March 31, 2025 | As at March 31, 2026 |
|---|---|---|---|---|
| | *(Actual-Restated)* | *(Actual-Restated)* | *(Actual-Restated)* | *(Projected)* |
| **Holding level for the year ended** | | | | |
| Inventory | 95 | 92 | 91 | 81 |
| Trade Receivables | 107 | 92 | 132 | 100 |
| Trade Payables | 185 | 133 | 217 | 175 |

***Key assumptions for working capital requirements***

Our Company's estimated working capital requirements on a standalone basis are based on the following key assumptions:

| S. No. | Particulars | Assumptions |
|---|---|---|
| ***Current Assets*** | | |
| 1 | Inventories | Inventory levels are maintained by our Company depending upon the demand and delivery schedules. We had inventory turnover days of 95 days, 92 days and 91 days in Fiscal 2023, Fiscal 2024 and Fiscal 2025 respectively. We expect the same to be around 81 days for Fiscal 2026. |
| 2 | Trade Receivables | Our Company's general credit terms vary across export sales and domestic sales. We had debtors holding days of 107 days, 92 days and 132 days in Fiscal 2023, Fiscal 2024 and Fiscal 2025 respectively. We expect debtors holding days to be around 100 days for Fiscal 2026. |
| ***Current Liabilities*** | | |
| 3 | Trade Payables | Over the past few years, there was an increase in the payment cycle to vendors. This led to an increase in trade payables leading to a lesser working capital requirement. We had creditors payment cycle of 185 days, 133 days and 217 days in Fiscal 2023, Fiscal 2024 and Fiscal 2025 respectively. However, we expect our creditors payments days to 175 days for Fiscal 2026, resulting in an expansion of the working capital needed. Quicker settlements enable us to leverage cash discounts from suppliers, enhancing our profitability. |

**PRODUCTION FACILITY AND CAPACITY UTILIZATION**

The tables below show the installed capacity and utilization of our production facilities for the fiscal years ended 2025, 2024 and 2023.

| Sr No. | Process | UOM | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|---|---|
| ***Main Process*** | | | | | |
| **1** | ***Foundry*** | | | | |
| | Total Capacity | MT | 1200.00 | 1200.00 | 1200.00 |
| | Total Utilised | MT | 687.00 | 562.09 | 639.57 |
| | Utilization % | MT | 57.25% | 46.84% | 53.30% |
| ***Sub Process*** | | | | | |
| **2** | ***Helium Testing*** | | | | |
| | Total Capacity | Nos | 26,052.00 | 22,032.00 | 19,620.00 |
| | Total Utilised | Nos | 24,945.00 | 15,554.00 | 12,406.00 |
| | Utilization % | Nos | 95.75% | 70.60% | 63.23% |
| **3** | ***CNC Machining (outsourced)*** | | | | |
| | Total Capacity | Nos | 53,652.00 | 53,652.00 | 52,074.00 |
| | Total Utilised | Nos | 52,273.00 | 39,083.00 | 44,359.00 |
| | Utilization % | Nos | 97.43% | 72.85% | 85.18% |

*Note: As certified by Kirtesh Kumar G Shah, independent chartered engineer vide certificate dated July 05, 2025.*

The company intends to allocate a portion of its resources towards capital expenditure, specifically for the purchase of new machinery for Helium Testing and CNC Machining. These strategic investments are expected to enhance

the company's manufacturing capacity significantly. Following the installation of the new machinery, the detail of company's post expansion capacity have been provided below:

| Sr No. | Process | UOM | Pre-Expansion | Post-Expansion* |
|---|---|---|---|---|
| 1 | Helium Testing | Nos | 26,052.00 | 52,052.00 |
| 2 | CNC Machining | Nos | 53,652.00 | 84,652.00 |

*Please note that the **post-capacity utilization (in units and percentage)** could not be determined at this stage, as the management and ICE are of the view that such figures pertain to a **future event** and cannot be certified at present. The actual utilization data will be available only after the completion of machinery trial runs.

We confirm that there will not be any swap benefits that would accrue to the Company for the new machinery being acquired.

The time gap between the date of placement of order and the date of delivery will be within **30 to 45 days**, from the date of payment.

The construction of shed and Building would be extension of existing manufacturing facility at Block 535, Vermardi Road, Karjan, Vadodara – 391210, Gujarat.

We clarify that the proposed construction pertains to a new shed within the existing manufacturing unit and is entirely located within the established factory premises. As such, no additional licenses or regulatory approvals are required beyond those already obtained.

**Reason for substantial increase of working capital requirement are mentioned below:**

Swastika Castal Limited is engaged in the business of Aluminium Castings with Manufacturing facility located at Karjan -Vadodara, Gujarat.

Our Company has built a strong reputation for delivering high-quality aluminium castings, earning the trust of several long-standing multinational corporations (MNCs) as its customers. These partnerships are a testament to the company's credibility, technical expertise, and commitment to excellence. By consistently meeting the stringent quality standards and diverse requirements of global clients, it has established itself as a reliable supplier in both domestic and international markets.

During the the period ended March 31, 2025, the total working capital requirement was ₹ 996.19 Lakhs. However, this is estimated to increase to ₹ 1,369.36 Lakhs during FY2026. The reasons for increase in future working capital requirements of our company are as under:

***Maintaining higher level of Inventories***

Our Company usually keep high level of inventory to mitigate the impact of price fluctuation of raw material and enjoy the benefit of turnover discount on purchase of high level of raw material. The inventory majorly includes raw material in addition to work-in-progress, stores & spares and packing materials.

We manufacture the products as per the demand of the client & keep the finished goods with us, we deliver the finished goods to the client either on advance payment or on credit. The inventory days for our Company in F.Y. F.Y. 2023, F.Y. 2024 and F.Y. 2025 were 95 days, 92 days and 91 days respectively and the same is expected to be 81 days in the F.Y 2026 due to the following reasons:

- to protect our self from sudden jump in raw material prices especially Aluminium, it also helps us to improve our margins and reduce the chances of loss due to price escalation,
- to receive higher discount on purchase of raw material. We receive turnover discount on purchase of higher quantity of raw material.
- timely fulfilment of the orders

- Our Company's business is a working capital intensive and to address the current issue of limited working capital and achieve exponential growth, the company plans to infuse funds into working capital from the Issue Proceeds.

  Our company is dedicated to diversification and growth within the aluminium casting industry through strategic initiatives, technological advancements, and a market-driven approach. We continuously invest in state-of-the-art machinery and advanced testing facilities to enhance production capabilities and uphold the highest quality standards. To support our expansion and sustain this momentum, we require additional working capital.

### *3. General Corporate Purposes*

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Net Proceeds aggregating ₹ 1,195.60 lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Prospectus, shall not exceed 15% of the Gross Proceeds or ₹ 10 crores whichever is less.

**Issue Related Expenses**

The total expenses of the Issue are estimated to be approximately ₹ 196.92 lacs. The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expense, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as under:

| Expenses | Estimated expenses[(1)] (in ₹ Lakhs) | As a % of the total estimated Issue expenses[(1)] | As a % of the total Gross Issue Proceeds[(1)] |
|---|---|---|---|
| Issue management fees including fees and reimbursements of Market Making fees and payment to other Intermediaries such as Legal Advisors to the IPO, Registrars and other out of pocket expenses. | 15.00 | 7.62% | 1.07% |
| Fees of Lead Manager in any form/ name /purpose | 30.00 | 15.23% | 2.13% |
| Marketing and Selling Commission and expenses | 112.53 | 57.14% | 8.00% |
| Advertising and marketing expenses | 15.00 | 7.62% | 1.07% |
| Printing and distribution of issue stationery | 1.25 | 0.63% | 0.09% |
| Others | | 0.00% | 0.00% |
| - Listing fees | 0.55 | 0.28% | 0.04% |
| - BSE processing fees | 0.50 | 0.25% | 0.04% |
| - Book Building software fees | 1.80 | 0.91% | 0.13% |
| - Other regulatory expenses | 12.15 | 6.17% | 0.86% |
| - Miscellaneous | 8.14 | 4.13% | 0.58% |
| **Total estimated Issue expenses** | **196.92** | **100.0%** | **14.00%** |

**Please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost. The amount deployed so far toward issue expenses shall be recouped out of the issue proceeds.*

Notes:

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

| | |
|---|---|
| *Portion for Individual Bidders** | *0.10 % of the Amount Allotted* (plus applicable taxes)* |
| *Portion for Non-Institutional Bidders** | *0.10 % of the Amount Allotted* (plus applicable taxes)* |

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

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

| | |
|---|---|
| *Portion for Individual Bidders* | *Rs.10 per valid Bid cum Application Form (plus applicable taxes)* |
| *Portion for Non-Institutional Bidders* | *Rs. 10 per valid Bid cum Application Form (plus applicable taxes)* |

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

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

| | |
|---|---|
| *Sponsor Bank – Kotak Mahindra Bank Limited* | *Rs. 6.25 per valid Bid cum Application Form* (plus applicable taxes) (no charges for first 10,000 applications.) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.* |

**For each valid application by respective Sponsor Bank*

*No uploading/ processing fees shall be payable by our Company to the Members of the Syndicate/ RTAs/ CDPs for applications made by IIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism.*

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

| | |
|---|---|
| *Portion for Individual Bidders* | *0.10% of the Amount Allotted* (plus applicable taxes)* |
| *Portion for Non-Institutional Bidders* | *0.10% of the Amount Allotted* (plus applicable taxes)* |

*5) The processing fees for applications made by Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No:. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.*

The Issue expenses shall be payable in accordance with the arrangements or agreements entered into by our Company with the respective Designated Intermediary.

**Deployment of Funds and Sources of Funds**

As on date of this Prospectus, our Company has not deployed any funds towards the Objects of the Issue.

**Interim Use of Funds**

Pending utilisation for the purposes described above, we undertake to temporarily invest the funds from the Net Proceeds only with scheduled commercial banks. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

**Bridge Loan**

Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds.

**Monitoring of Utilisation of Funds**

In accordance with Regulation 262 of the SEBI ICDR Regulations, since the Net Proceeds do not exceed ₹ 5,000.00 Lakhs, appointment of monitoring agency is not applicable.

The Audit committee & the Board of Directors of our Company will monitor the utilization of funds raised through this public issue. Pursuant to Regulation 32 of SEBI Listing Regulation 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in the Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement of funds utilized will be certified by the Statutory Auditors of our Company.

**Variation in Objects of the Issue**

In accordance with Sections 13(8) and 27 of the Companies Act, 2013, 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 through a postal ballot and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the CompaniesAct, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, one in Hindi and one inBengali, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoter will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal to vary the objects, at a price and in such manner as may be prescribed by SEBI in Regulation 290 and Schedule XX of the SEBI ICDR Regulations.

**Appraising Entity**

None of the Objects for which the Net Proceeds will be utilised have been appraised by any bank/ financial institution or any other agency.

**Other Confirmations**

No part of the Net Proceeds will be paid to our Promoter, Promoter Group, Directors, or our Key Managerial Personnel, except in the ordinary course of business. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Directors, our Key Management Personnel, or our Group Companies in relation to the utilisation of the Net Proceeds.

*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## BASIS FOR THE OFFER PRICE

*Investors should read the following summary with the sections titled "**Risk Factors**", the details about the company under the section titled "**Our Business**" and its financial statements under the section titled "**Restated Financial Statements**" beginning on pages 30, 125 and 193 respectively, of this Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of Our Company could decline due to these risk factors and you may lose all or part of your investments.*

The Issue Price of ₹ 65 per Equity Share is determined by our Company in consultation with the Lead Manager, in accordance with the SEBI (ICDR) Regulations, as amended in 2025. This includes key financial ratios such as Price/Earnings (P/E), Earnings per Share (EPS), and Return on Net Worth (RoNW) for the latest financial year March 31, 2025, as derived from "Restated Financial Statements" on page 193. These ratios shall be disclosed in all Issue-related advertisements.

### Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Issue Price are:

- Product Spectrum & Portfolio;
- Strong Promoters and Board of Directors;
- Experienced and Skilled Execution Team;
- Ensuring Satisfactory Customer Experience through high quality products;

For further details, see *"Our Business –Strengths*" on page 125 of the Prospectus.

### Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Financial Statements. For details, see *"Restated Financial Statements"* on page 193 of the Prospectus.

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

### I. Basic and Diluted Earnings per share ("EPS")

| Fiscal Year ended | Basic EPS (in ₹) | Diluted EPS (in ₹) | Weight |
|---|---|---|---|
| March 31, 2025 | 4.39 | 4.39 | 3 |
| March 31, 2024 | 1.08 | 1.08 | 2 |
| March 31, 2023 | 0.97 | 0.97 | 1 |
| **Weighted Average** | **2.72** | **2.72** | **6** |

*Based on restated standalone financial statement*

***Notes**:*

*(1) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights*

*(2) Basic Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of equity shares outstanding during the period/year, read with note 1 above*

*(3) Diluted Earnings per Equity Share (₹) = Restated profit for the period/year divided by Weighted average number of diluted equity shares outstanding during the period/year, read with note 1 above*

*(4) Earnings per Share calculations are in accordance with the notified Accounting Standard 20 'Earnings per share'. The face value of equity shares of the Company is ₹ 10/-*

*(5) The figures disclosed above are based on the Restated Financial Statements.*

**II. Price/Earning ("P/E") ratio in relation to the Issue Price of ₹ 65 per Equity Share:**

| Particulars | P/E at the Issue Price (number of times) * |
|---|---|
| Based on basic EPS for Fiscal 2025 | 14.80 |
| Based on diluted EPS for Fiscal 2025 | 14.80 |

**Will be included in the Prospectus*

**Industry Peer Group P/E ratio**

| Particulars | Industry P/E (number of times) |
|---|---|
| Highest | 23.00 |
| Lowest | 23.00 |
| **Average** | **23.00** |

***Notes***:

*(1) The industry high and low has been considered from the industry peer set provided above. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed above.*

*(2) All the financial information for listed industry peers mentioned above is sourced from the annual reports of the relevant companies for Fiscal 2024, as available on the websites of the NSE and BSE.*

**III. Return on Networth ("RoNW")**

| Fiscal Year ended | RoNW (%) | Weight |
|---|---|---|
| March 31, 2025 | 24.70% | 3 |
| March 31, 2024 | 8.09% | 2 |
| March 31, 2023 | 7.92% | 1 |
| **Weighted Average** | **13.37%** | **6** |

*Based on restated standalone financial statement*

***Notes***:

*(1) Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight) for each year/Total of weights.*

*(2) Return on Net Worth (%) = Restated profit for the year divided by Net worth at the end of the period/year.*

*(3) 'Net worth': Equity Share capital and other equity less capital reserves*

**IV. Net asset value per Equity Share (face value of ₹ 10/- each)**

| Particulars | NAV per equity share (₹) |
|---|---|
| As on March 31, 2025 | 17.78 |
| **After the Completion of the Issue:** | |
| - At Issue Price | 30.30 |

***Notes***:

*(1) Net Asset Value per Equity Share = Net worth derived from Restated Financial Statements as at the end of the period/ year divided by number of equity shares outstanding as at the end of period /year as per Restated Financial Statements.*

**COMPARISON OF ACCOUNTING RATIOS WITH LISTED INDUSTRY PEERS**

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates i.e. digital engineering, whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

Following is the comparison with our peer company listed in India:

| Name of the company | Consolidated/ Standalone | Face value (₹ per share) | Closing price on April 01, 2025 (₹ per share) | Revenue from Operations (₹ in Lakhs) | EPS (₹) | | NAV (₹ per share) | P/E Ratio | RoNW (%) | PAT margin (%) | Market cap to Revenue from operation |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | Basic | Diluted | | | | | |
| Swastika Castal Limited | Standalone | 10 | N.A. | 2,966.12 | 4.39 | 4.39 | 17.78 | 14.80 | 24.70 | 8.88 | 1.79 |
| **PEER GROUP** | | | | | | | | | | | |
| Thaai Casting Limited | Consolidated | 10 | 107.15 | 12,220.50 | 4.78 | 4.78 | 36.81 | 23.00 | 12.99 | 9.05 | 0.48 |

**Financial information for our Company is derived from the Restated Financial Statements as at and for the Fiscal 2025.*
***Source**: All the financial information for listed industry peer mentioned above is sourced from the annual report of the relevant companies for Fiscal 2025, as available on the websites of the NSE and BSE.*

***Notes for peer group:***

1. *Return on Net Worth (%) = Profit for the year ended March 31, 2025 divided by Total Equity of the Company as on March 31, 2025.*
2. *NAV is computed as the Total Equity of the Company as on March 31, 2025 divided by the outstanding number of equity shares as on March 31, 2025.*

The trading price of the Equity Shares could decline due to the factors mentioned in the section *"Risk Factors"* on page 30 and any other factors that may arise in the future and you may lose all or part of your investments.

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

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Consolidated Financial information. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated July 07, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of the Prospectus. Further, the KPIs herein have been certified by M/s. O.P Rathi & Co LLP., Chartered Accountants, by their certificate dated July 07, 2025.

The KPIs of our Company have been disclosed in the sections "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" starting on pages 125 and 223, respectively. We have described and defined the KPIs, as applicable, in "*Definitions and Abbreviations*" beginning on page 3.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Issue Price.

**Some of the key performance indicators which may form the basis for computing the Issue Price are as follows:**

*(₹ in lakhs except percentages and ratios)*

| Particulars | March 31,2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| Revenue from Operations | 2,966.12 | 2,277.24 | 2,401.09 |
| EBITDA | 455.46 | 247.69 | 232.76 |
| EBITDA margin | 15.36% | 10.88% | 9.69% |
| Restated profit for the year | 263.49 | 64.98 | 58.47 |
| Restated profit for the year as % of Revenue (PAT margin) | 8.88% | 2.85% | 2.44% |
| Capital employed | 1,066.98 | 803.49 | 738.51 |
| ROE | 28.17% | 8.43% | 8.24% |
| ROCE | 32.74% | 14.75% | 14.62% |
| Debt-to-Equity ratio | 0.85 | 1.12 | 1.30 |

[#]*As certified by the Statutory Auditor vide their certificate dated July 07, 2025.*

KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated July 05, 2025.

**Explanation for the Key Performance Indicators**

1. *Revenue from operations represents the revenue from sale of service & product & other operating revenue of our Company as recognized in the Restated financial information.*
2. *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation, and amortization expense.*
3. *EBITDA margin is calculated as EBITDA as a percentage of total income.*
4. *Net Profit for the year/period represents the restated profits of our Company after deducting all expenses.*
5. *PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.*
6. *Return on net worth is calculated as Net profit after tax, as restated, attributable to the owners of the Company for the year/ period divided by Average Net worth (average total equity). Average total equity means the average of the aggregate value of the paid-up share capital and other equity of the current and previous financial year/period.*
7. *Return on capital employed calculated as Earnings before interest and taxes divided by average capital employed (average capital employed calculated as average of the aggregate value of total equity, total debt and deferred tax liabilities of the current and previous financial year/period).*
8. *Debt to equity ratio is calculated by dividing the debt by net worth*
9. *Book Value per Share is calculated as net worth divided by no. of Equity Shares*

We shall continue to disclose these KPIs, on a half-yearly basis, for a duration that is at least the later of (i) three years after the listing date; and (ii) the utilization of the issue proceeds disclosed in the objects of the issue section of the Prospectus. We confirm that the ongoing KPIs would be certified by the statutory auditor of the Issuer Company.

**Explanation for KPI metrics**

| KPI | Explanations |
|---|---|
| Revenue from Operations (₹ inLakhs) | Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business. |
| EBITDA (₹ in Lakhs) | EBITDA provides information regarding the operational efficiency of the business. |
| EBITDA Margin (%) | EBITDA Margin is an indicator of the operational profitability and financial performance of our business. |
| Profit After Tax (₹ in Lakhs) | Profit after tax provides information regarding the overall profitability of the business. |
| PAT Margin (%) | PAT Margin is an indicator of the overall profitability and financial performance of our business. |
| RoE (%) | RoE provides how efficiently our Company generates profits from averageshareholders' funds. |
| RoCE (%) | ROCE provides how efficiently our Company generates earnings from |

| KPI | Explanations |
|---|---|
| | theaverage capital employed in the business. |
| Debt To Equity Ratio | Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage. |

**Comparison the Key Performance Indicators with our listed peers:**

*(₹ in lakhs) (As on March 31, 2025)*

| Key Performance Indicators | Swastika Castal Limited | Thaai Casting Ltd |
|---|---|---|
| Revenue from Operations | 2,966.12 | 12,220.50 |
| EBITDA[(1)] | 455.46 | 3,058.08 |
| EBITDA Margin[(3)] | 15.36% | 25.02% |
| Profit After Tax for the Year | 263.49 | 1,210.11 |
| PAT Margin[(4)] | 8.88% | 9.05% |
| ROE[(5)] | 28.17% | 14.52% |
| ROCE[(2)(6)] | 32.74% | 12.38% |
| Debt To Equity Ratio | 0.85 | 1.12 |

**Source:** Annual Reports of the company / www.nseindia.com

*KPIs disclosed above has been approved by the Audit Committee of the Company in their meeting held on dated July 05, 2025.*

**Explanation for the Key Performance Indicators**

1. *EBITDA means Earnings before interest, taxes, depreciation and amortisation expense, is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance costs, and depreciation & amortisation expenses.*
2. *EBIT means Earnings before interest and tax, and is calculated as profit before tax/ (loss) before extraordinary item for the period/year and adding back finance cost.*
3. *EBITDA Margin is calculated as EBITDA as a percentage of Revenue from operations.*
4. *PAT Margin is calculated as profit after tax for the year / period as a percentage of Revenue from operations.*
5. *Return on Equity (ROE) is calculated as profit after tax for the year/period divided by Total Equity.*
6. *Return on Capital Employed (ROCE) is calculated as EBIT divided by Capital Employed. Capital Employed is calculated as total assets less total current liabilities as at the end of the period/year.*
7. *Net Debt/ EBITDA: Net Debt is calculated as total borrowings (including lease liabilities) less cash and cash equivalents and bank balances other than cash and cash equivalents as at the end of the period/year divided by EBITDA.*
8. *Debt to equity ratio is calculated by dividing the debt by net worth.*

**OPERATIONAL KPIs OF THE COMPANY:**

*(₹ in lakhs)*

| Category | March 31, 2025 | As a % of total Revenue | March 31, 2024 | As a % of total Revenue | March 31, 2023 | As a % of total Revenue |
|---|---|---|---|---|---|---|
| Top five customers | 2,382.24 | 80.69% | 1,873.56 | 82.75% | 2,148.88 | 90.15% |

| | | | | | | |
|---|---|---|---|---|---|---|
| Top ten customers | 2,716.99 | 92.03% | 2,118.11 | 93.55% | 2,328.85 | 97.70% |

**Explanation for KPI metrics**

| KPI | Explanations |
|---|---|
| Contribution to revenue from operations of top 5 / 10 customers | This metric enables us to track the contribution of our key customers to ourrevenue and also assess any concentration risks. |

**COMPARISON OF OPERATIONAL KPIs OF OUR COMPANY AND OUR LISTED PEER:**

The operational KPIs of the listed peer are not publicly available.

**WEIGHTED AVERAGE COST OF ACQUISITION:**

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

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

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

There has been no secondary sale / acquisitions of Equity Shares or convertible securities, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the18 months preceding the date of this Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

**c) Price per share based on the last five primary or secondary transactions;**

Since there are no transactions to report under (a) or (b) above, therefore, information based on the last 5 primary or secondary transactions (secondary transactions where Promoter/Promoter Group entities or shareholder(s), not older than 3 years prior to the date of this Prospectus, irrespective of the size of transactions) is not applicable.

**d) Weighted average cost of acquisition, floor price and cap price:**

| Types of transactions | Weighted average cost of acquisition (₹ per Equity Shares) | Issue price (i.e. ₹ 65) |
|---|---|---|
| Weighted average cost of acquisition of primary / newissue as per paragraph (a) above. | Nil | NA |
| Weighted average cost of acquisition for secondary sale / acquisition as per paragraph (b) above. | Nil | N.A. |

*^There were no primary issue / secondary transaction of shares as mentioned in paragraph 8(a) or 8(b) above, in last 18 months from the date of this Prospectus.*

Explanation for offer price / cap price being Nil times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of equity shares (set out in (d) above) in view of the external factors which may have influenced the pricing of the offer- **NA**

**Explanation for Issue Price being 6.5 times price of face value**

The Issue Price of ₹ 65/- has been determined by our Company, in consultation with the LM, on the basis of market demand from investors for Equity Shares 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", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information" on pages 23, 108, 220 and 161, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" and you may lose all or part of your investment.

Post-filing of this Prospectus with the Registrar of Companies, our Company shall issue an advertisement regarding the Offer program, as required under Regulation 43(1) of the SEBI ICDR Regulations, prior to the opening of the Offer.

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*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

**Statement of possible special tax benefits available to the Company, its Subsidiary and its Shareholders**
**Independent Auditor's Report on Statement of Special Tax Benefits**

To,
**The Board of Directors**
**Swastika Castal Limited**
117A Chittaranjan Avenue,
Kolkata-700073,
India, West Bengal

Dear Sir(s),

**Subject: Proposed initial public offering of equity shares of ₹10 each (the "Equity Shares") of Swastika Castal Limited (formerly known as Swastika Castal Limited) (the "Company" and such offering, the "Issue")**

We report that the enclosed statement in **Annexure A**, states the possible special tax benefits available to the Company and to its shareholders under the applicable tax laws presently in force in India including the Income Act, 1961 ('**Act**'), as amended by the Finance Act, 2024 i.e. applicable for FY 2024-25 and AY 2025-26, and other direct tax laws presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the stated special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue. Neither are we suggesting nor advising the investor to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:
i. the Company or its shareholders will continue to obtain these benefits in future; or
ii. the conditions prescribed for availing the benefits have been/would be met with.

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

The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The company stated in the annexure are based on the information, explanations and representations obtained from the Company.

We hereby give consent to include this statement of tax benefits in the Draft Prospectus and the Prospectus and submission of this certificate as may be necessary, to the SME Platform of BSE Limited where the Equity Shares are proposed to be listed ("**Stock Exchange**") and the Registrar of Companies, ("**RoC**"), SEBI or any regulatory authority and/or for the records to be maintained by the Lead Manager in connection with the issue and in accordance with applicable law.

Terms capitalized and not defined herein shall have the same meaning as ascribed to them in the Prospectus.

Your sincerely,
**For O P Rathi & Co.**
**Chartered Accountants**
**FRN: 108718W**

**SD/-**
**CA Ruchi Rathi (Partner)**
**MRN: 122137**
**UDIN: 25122137BMHTXR3008**

Place: Kolkata
Date: 07-07-2025

**Enclosed as above**
**Annexure - A**

**Annexure – A**

**ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS**

**Direct Taxation**

Outlined below are the special tax benefits available to the Company and its shareholders under the lncome tax Act, l96l ('the Act'), as amended by Finance Act,2024 i.e., applicable for Financial Year 2024-25 relevant to the Assessment Year 2025-26, presently in force in India.

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

Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of tax of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions or set-off of losses, depreciation etc. and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

The Company has represented to us that it has opted for section I I5BAA from financial year 2024-25.

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

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

**Indirect Taxation**

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017/Integrated Goods and Services Tax Act, 2017 read with Rules, Circulars, and Notifications ("GST law"), the Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law) and Foreign Trade Policy 2Ol5-2020 ("FTP") (collectively referred as "lndirect Tax").

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

There are no special tax benefits available to the Company under GST law.

**B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS**

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

*The remainder of this page has been intentionally left blank*

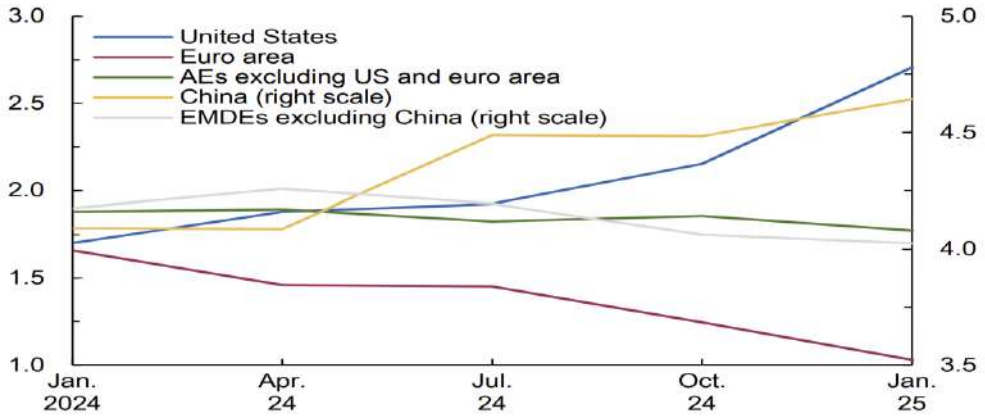
*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## INDUSTRY OVERVIEW

### WORLD ECONOMIC OUTLOOK

Global growth is expected to remain stable at 3.3 percent in both 2025 and 2026. Energy commodity prices are expected to decline by 2.6 percent in 2025, more than assumed in October. This reflects a decline in oil prices driven by weak Chinese demand and strong supply from countries outside of OPEC+ (Organization of the Petroleum Exporting Countries plus selected non-member countries, including Russia), partly offset by increases in gas prices as a result of colder-than-expected weather and supply disruptions, including the ongoing conflict in the Middle East and outages in gas fields. Nonfuel commodity prices are expected to increase by 2.5 percent in 2025, on account of upward revisions to food and beverage prices relative to the October 2024 WEO, driven by bad weather affecting large producers. Monetary policy rates of major central banks are expected to continue to decline, though at different paces, reflecting variations in growth and inflation outlooks. The fiscal policy stance is expected to tighten during 2025–26 in advanced economies including the United States and, to a lesser extent, in emerging market and developing economies.

**Figure 2. Evolution of 2025 Growth Forecasts**
*(Percent)*



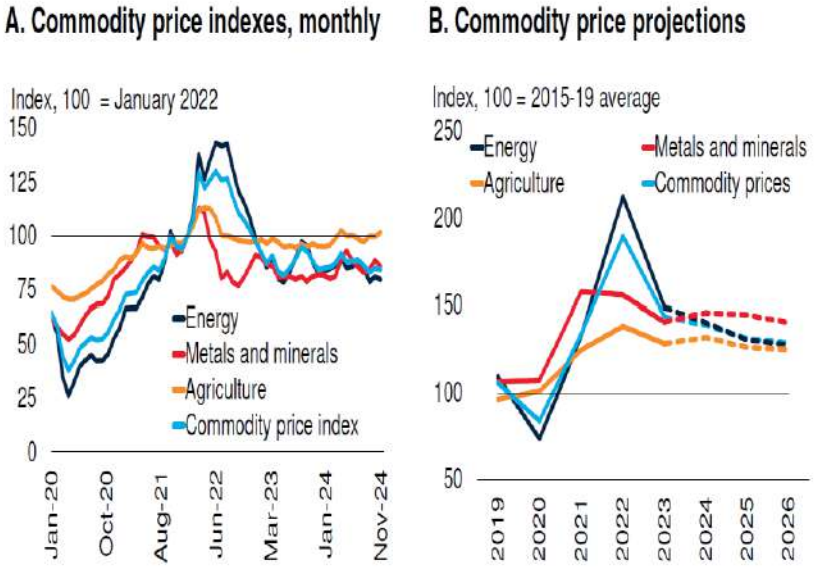

Source: IMF staff calculations.
Note: The *x*-axis shows the months the *World Economic Outlook* is published. AEs = advanced economies; EMDEs = emerging market and developing economies.

Among advanced economies, growth forecast revisions go in different directions. In the United States, underlying demand remains robust, reflecting strong wealth effects, a less restrictive monetary policy stance, and supportive financial conditions. Growth is projected to be at 2.7 percent in 2025, 0.5 percentage point higher than the October forecast, in part reflecting carryover from 2024 as well as robust labor markets and accelerating investment, among other signs of strength. In the Euro area, growth is expected to pick up but at a more gradual pace, with geopolitical tensions continuing to weigh on sentiment. Weaker-than-expected momentum at the end of 2024, especially in manufacturing, and heightened political and policy uncertainty explain a downward revision of 0.2 percentage point to 1.0 percent in 2025. In 2026, growth is set to rise to 1.4 percent, helped by stronger domestic demand, as financial conditions loosen, confidence improves, and uncertainty recedes somewhat. In other advanced economies, two offsetting forces keep growth forecasts relatively stable. On the one hand, recovering real incomes are expected to support the cyclical recovery in consumption. On the other hand, trade headwinds—including the sharp uptick in trade policy uncertainty— are expected to keep investment subdued. In emerging market and developing economies, growth performance in 2025 and 2026 is expected to broadly match that in 2024. With respect to the projection in October, growth in 2025 for China is marginally revised upward by 0.1 percentage

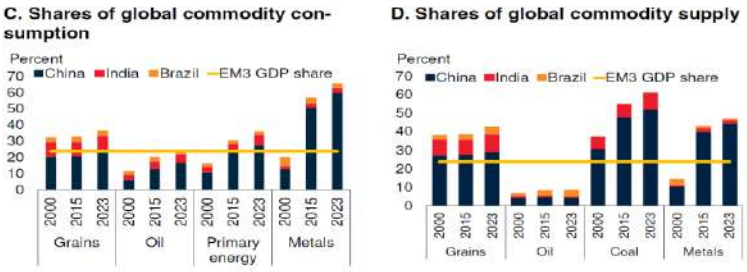
point to 4.6 percent. This revision reflects carryover from 2024 and the fiscal package announced in November largely offsetting the negative effect on investment from heightened trade policy uncertainty and property market drag. In 2026, growth is projected mostly to remain stable at 4.5 percent, as the effects of trade policy uncertainty dissipate and the retirement age increase slows down the decline in the labor supply. In India, growth is projected to be solid at 6.5 percent in 2025 and 2026, as projected in October and in line with potential.

(Source: *https://www.imf.org/en/Publications/WEO/Issues/2025/01/17/world-economic-outlook-update-january-2025* )

**COMMODITY MARKETS**




After falling by about 3 percent in 2024, commodity prices are forecast to decline further by 6 percent in 2025 and 2 percent in 2026, which would bring prices to their lowest level since 2020. Base metal prices (excluding iron ore) increased by 6 percent in 2024, driven by aluminium and copper, mainly reflecting tight supply conditions. Meanwhile, gold prices surged to record highs, reflecting strong private and official demand. In contrast, iron ore prices dropped by 10 percent, reflecting ample supplies and weaker steel demand, notably from the real estate sector in China. Base metal prices are expected to be broadly stable in 2025-26, in line with steady global growth. Precious metal prices are projected to remain elevated, underpinned by heightened geopolitical tensions. Upside risks to the price forecasts include additional policy stimulus in China and mining disruptions.




*Note:* Geographic regions include only EMDEs. AEs = advanced economies; EM3 = China, India, and Brazil; EAP = East Asia and Pacific; ECA = Europe and Central Asia; EMDEs = emerging market and developing economies; LAC = Latin America and the Caribbean; MNA = Middle East and North Africa; SAR = South Asia; SSA = Sub-Saharan Africa. Sample includes 154 EMDEs and 38 advanced economies.
A. Primary energy includes oil, coal, and natural gas. Last observation is 2023.
B. Metals include aluminum, nickel, copper, lead, zinc and tin. Last observation is 2023.
C.D. Primary energy includes oil, coal, and natural gas. GDP share is for 2024.
E.F. Data for 2023. Sample includes 17 economies in EAP, 19 in ECA, 29 in LAC, 12 in MNA, 5 in SAR, and 34 in SSA.

Rapid industrialization and urbanization in China account for a sizable share of the increase in EMDEs' demand for commodities in recent decades. China alone accounted for 17 percent of global oil demand, 28 percent of primary energy demand, and 60 percent of metals demand in 2023. India's demand for primary energy and metals has also grown substantially, despite the comparatively services-oriented nature of its economy, albeit from a much lower base. China's production of refined metals (namely, aluminium, copper, and zinc) and coal has increased sharply since 2000

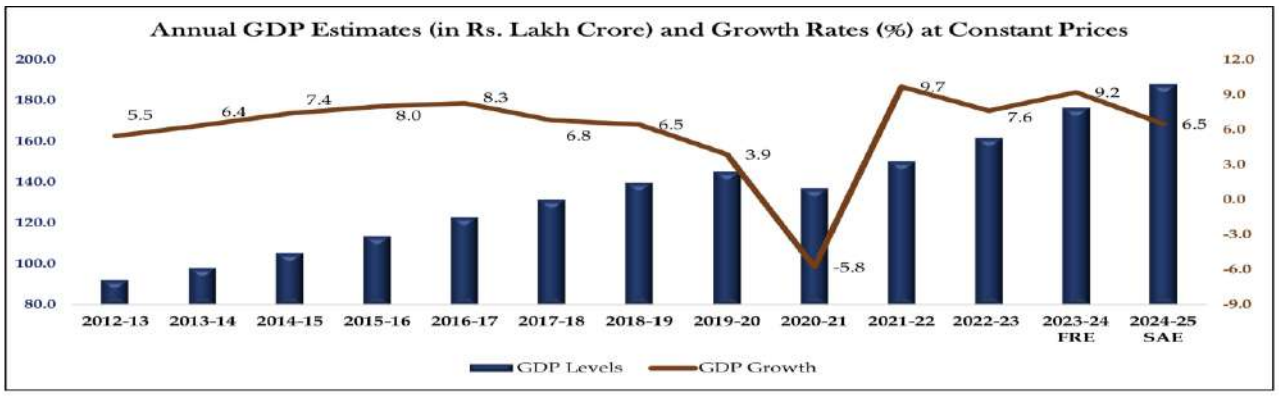
**(SOURCE:** *https://www.worldbank.org/en/publication/global-economic-prospects* **)**

## STATE OF THE INDIAN ECONOMY

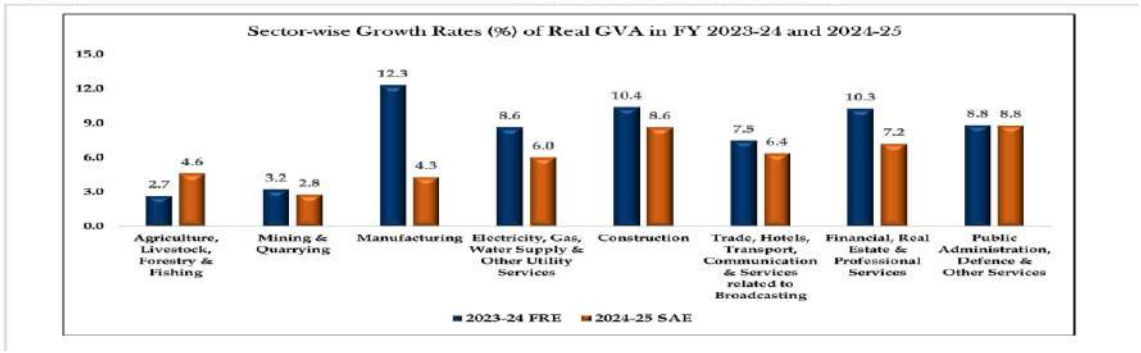
Union Minister for Finance, Ms. Nirmala Sitharaman, presented the Economic Survey 2024-25 in Parliament on January 31, 2025, revealing a comprehensive overview of global and domestic economic trends.

GDP Growth Scenario

India's economy displayed remarkable resilience with Real GDP estimated to grow by **6.5**% in FY 2024-25. Nominal GDP is expected to witness a growth rate of **9.9**% in FY 2024-25. Both the growth rates are revised upward from their respective First Advance Estimates. Real GDP has grown by **9.2**% in the financial year 2023-24, which is highest in the previous 12 years except for the financial year 2021-22 (the post-covid year), contributed by double-digit growth rates in 'Manufacturing' sector (**12.3%**), 'Construction' sector (**10.4%**) and 'Financial, Real Estate & Professional Services' sector (**10.3%**). Private Final Consumption Expenditure (PFCE) is expected to register a good growth of **7.6**% during 2024-25 .Construction sector is estimated to observe a growth rate of **8.6**%, followed by Private Final Consumption Expenditure (PFCE) by **7.6%**, 'Financial, Real Estate & Professional Services' sector (**7.2**%) and 'Trade, Hotels, Transport, Communication & Services related to Broadcasting' sector (**6.4**%) during 2024-25.



The country's retail inflation averaged 4.9%, though food inflation reached 8.4%. Government finances improved significantly, marked by 10.7% tax revenue growth. On the external front, while imports increased, they were balanced by a strong services surplus, resulting in a manageable Current Account Deficit of 1.2% of GDP. India also maintained its leadership position in global remittances.




(Source: https://pib.gov.in/PressReleasePage.aspx?PRID=2106921 )

**India's resilience is evident in the PMI data**

| | Composite PMI | | | | | |
|---|---|---|---|---|---|---|
| | India | US | Eurozone | UK | China | Japan |
| Jan-24 | 61.2 | 52.0 | 47.9 | 52.9 | 52.5 | 51.5 |
| Feb-24 | 60.6 | 52.5 | 49.2 | 53.0 | 52.5 | 50.6 |
| Mar-24 | 61.8 | 52.1 | 50.3 | 52.8 | 52.7 | 51.7 |
| Apr-24 | 61.5 | 51.3 | 51.7 | 54.1 | 52.8 | 52.3 |
| May-24 | 60.5 | 54.5 | 52.2 | 53.0 | 54.1 | 52.6 |
| Jun-24 | 60.9 | 54.8 | 50.9 | 52.3 | 52.8 | 49.7 |
| Jul-24 | 60.7 | 54.3 | 50.2 | 52.8 | 51.2 | 52.5 |
| Aug-24 | 60.7 | 54.6 | 51.0 | 53.8 | 51.2 | 52.9 |
| Sep-24 | 58.3 | 54.0 | 49.6 | 52.6 | 50.3 | 52.0 |
| Oct-24 | 59.1 | 54.1 | 50.0 | 51.8 | 51.9 | 49.6 |
| Nov-24 | 58.6 | 54.9 | 48.3 | 50.5 | 52.3 | 50.1 |
| Dec-24 | 59.2 | 55.4 | 49.6 | 50.4 | 51.4 | 50.5 |
| Jan-25 | 57.7 | 52.7 | 50.2 | 50.6 | 51.1 | 51.1 |

Note: PMI data is a factual indicator of global economic health based on monthly surveys of business executives covering 45 economies and 30 sectors. A PMI reading over 50 represents economic expansion and below 50 represents contraction compared with the prior month
Source: HSBC, Caixin, Hamburg Commercial Bank, au Jibun Bank, S&P Global, Crisil

*(Source: https://www.crisil.com/content/crisilcom/en/home/our-analysis/reports/2025/03/safe-harbours-and-windy-waters.html )*

## GDP GROWTH AND UNICORN STATISTICS

| Metric | Value |
|---|---|
| Q2 FY25 Real GDP | Rs. 44.10 lakh crores (US$ 509.36 billion) |
| Q2 FY25 Growth Rate | 5.4% |
| 2023-24 GDP Growth | 8.2% |
| Number of Unicorn Startups | 113 |
| Combined Unicorn Valuation | US$ 350 billion |

## CURRENT ACCOUNT DEFICIT (CAD) DATA

| Period | Value |
|---|---|
| FY24 | 0.7% of GDP |
| Q2 FY25 | Rs. 96,790 crore (US$ 11.2 billion) |
| Q2 FY24 | Rs. 97,655 crore (US$ 11.3 billion) |

Exports performed exceptionally well during the pandemic, helping drive economic recovery when other GDP growth drivers were weakening. However, merchandise exports may face headwinds as several of India's trading partners experience economic slowdowns. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are projected to reach US$ 1 trillion by 2030.

**INDUSTRY AND BUSINESS REFORMS**

India's industrial sector has demonstrated impressive growth, achieving a 6.2% expansion in FY25 despite previous pandemic challenges. The steel industry leads this recovery, with crude and finished steel production growing at 3.3% and 4.6% respectively during April-November FY25. Infrastructure and construction dominate steel consumption at 68%, while engineering and packaging account for 22%, and automotive uses 9%.

Manufacturing diversification has been notable across multiple sectors. The chemical products sector now contributes 9.5% to manufacturing GVA in FY23, while electronic goods production has seen extraordinary growth from Rs. 1,90,000 crore in FY15 to Rs. 9,52,000 crore in FY24, marking a 17.5% CAGR. The pharmaceutical sector continues to thrive with Rs. 4,17,000 crore annual turnover in FY24 and a consistent 10.1% five-year growth rate. The MSME sector remains fundamental to this industrial expansion, providing employment to 232.4 million people as of November 2024.

**ABOUT INDIAN ECONOMY: GROWTH RATE & STATISTICS**

| Economic Milestone | Details |
|---|---|
| Global Economic Position | Fifth-largest economy (overtaking UK) |
| Q2 FY25 Nominal GDP | Rs. 76.60 lakh crore (US$ 886.16 billion) |
| GDP Growth Rate (Q2 FY25) | 8.0% |
| Nominal GDP Growth (2023-24) | 9.6% |
| Exports (Apr-Dec 2024) | Rs. 27.56 lakh crore (US$ 318.96 billion) |
| Top Export Commodities | 1. Engineering Goods (27.32%), 2. Petroleum Products (14.59%), 3. Electronic Goods (8.19%) |
| Growth Drivers | Strong domestic demand, Government capital expenditure, Rising employment, Increasing private consumption, Rising consumer sentiment |

Government capital expenditure will be supported by fiscal measures like efficient taxation, streamlined tariffs, and digital filing. This infrastructure investment will boost growth, while contact-based services show positive indicators.

India stands as the fastest-growing major economy, projected to reach the top three globally in 10-15 years through democratic institutions and strategic partnerships. The country's investment appeal has strengthened amid global uncertainty, demonstrated by record India-focused fund raising in 2022.

**RECENT DEVELOPMENTS**

India's economy is driven by domestic demand, with consumption and investments making up 70% of economic activity. Post-pandemic recovery has brought significant developments, though balancing growth with inequality reduction remains a priority.

Business activity hit a 14-year high with PMI at 62.2, supported by domestic investments of Rs. 37 lakh crore in FY23-24. Aviation sector showed strong growth with 6.12% increase in passenger traffic, while forex reserves reached Rs. 53,80,402 crore as of January 2025.

The country's global position improved from 81st to 39th in the Global Innovation Index (2015-2024), with robust GST collections of Rs. 1.77 lakh crore in December 2024. FDI equity inflows totaled Rs. 89.30 lakh crore from April 2000 to September 2024.

Industrial production maintains steady growth with IIP at 148.4, while inflation moderated to 5.22%. Investment flows remain healthy, with FII inflows of Rs. 80,500 crore and FPI investments of US$ 13.89 billion in early 2024.

**BUSINESS AND ECONOMIC ACTIVITY**

| Indicator | Value |
|---|---|
| Domestic Demand Share | 70% of economic activity |
| PMI Composite Index | 62.2 (14-year high) |
| Domestic Investments (FY23-24) | Rs. 37 lakh crore (US$ 428.04 billion) |

**KEY ECONOMIC METRICS**

| Indicator | Value |
|---|---|
| Foreign Exchange Reserves (Jan 2025) | Rs. 53,80,402 crore (US$ 625.871 billion) |
| PE-VC Investments (1H 2024) | US$ 31.5 billion |
| GST Collections (Dec 2024) | Rs. 1.77 lakh crore |
| Inflation (Dec 2024) | 5.22% |

**INVESTMENT FLOWS**

| Type | Value |
|---|---|
| FII Inflows (Apr-Jul 2023-24) | Rs. 80,500 crore |
| FPI Investments (Early 2024) | US$ 13.89 billion |
| DII Sales (Early 2024) | Rs. 4,500 crore |

**GOVERNMENT INITIATIVES**

The Indian government has implemented numerous initiatives to strengthen the nation's economy. These policies and programs have effectively improved both citizens' financial stability and overall economic growth. India's rapid economic expansion has significantly increased its export demand. The government has launched several flagship programs to create extensive opportunities across the country, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation. Here are some key government initiatives aimed at improving India's economic conditions:

Key government initiatives in 2023-25 include:

India, US, and West Asia to add 100 GW solar capacity by 2025. Union Budget 2024-25 sets total receipts at Rs. 32.07 lakh crore and expenditure at Rs. 48.21 lakh crore, with capital expenditure of Rs. 11.11 lakh crore.

PM Modi launched Suryodaya Yojana for rooftop solar in 1 crore homes, PM-VISHWAKARMA scheme for traditional artisans, and Amrit Bharat Station Scheme for 1309 railway stations.

Other initiatives include Carbon Credit Trading Scheme, new Foreign Trade Policy supporting Aatmanirbhar Bharat, PLI Scheme for Pharmaceuticals, PM-DevINE for North-East (Rs. 1,500 crore outlay), and PMGKAY food security scheme.

**ROAD AHEAD**

Q2 FY24 maintained Q1's growth momentum, with strong High-Frequency Indicators in July-August 2023. India's external sector strength and 5th place ranking in FDI inflows (Q1 2022) reflect positive economic outlook.

Government capital expenditure grew 37.4% in H1 FY24, with the 2024-25 budget increasing capex by 17.1% to Rs. 11 lakh crore (US$ 133.51 billion). This was supported by improved tax compliance and economic activity.

Exports showed robust growth, with 8.39% YoY increase in merchandise and 29.82% in services till April 2023.

Supply networks improved with reduced port congestion. CPI-C inflation decreased to 5.02% in September 2023 from 7.01% in June 2022, reflecting government measures and easing global commodity prices.

Based on the selected text, here are the key economic indicators in tabular form:

| Indicator | Value/Details |
|---|---|
| Capital Expenditure Growth (FY24) | 37.4% increase year-over-year |
| Capital Expenditure (2024-25) | Rs. 11 lakh crore (US$ 133.51 billion) |
| Export Growth (YoY till April 2023) | Merchandise: 8.39%; Services: 29.82% |
| CPI-C Inflation (Sept 2023) | 5.02% (decreased from 7.01% in June 2022) |
| FDI Ranking | 5th globally in Q1 2022 |

**MAKE IN INDIA**

Make in India is a flagship government program designed to boost manufacturing, attract global investments, and foster innovation. Led by the Department for Promotion of Industry and Internal Trade (DPIIT), it aims to strengthen India's manufacturing sector and infrastructure.

Launched by Prime Minister Narendra Modi on September 25, 2014, after his Independence Day announcement, the initiative invites global manufacturers to leverage India's skilled workforce and resources.

Since its inception, Make in India has boosted domestic manufacturing, attracted foreign investments, and created millions of jobs. FDI inflows have grown from US$ 45.14 billion in 2014-15 to US$ 70.95 billion in 2023-24.

Make in India 2.0 targets 27 key sectors, including automobiles, aerospace, electronics, pharmaceuticals, and renewable energy. The initiative's website (www.makeinindia.com) provides comprehensive information about opportunities, policies, and ease of doing business through its Investor Desk.

Source: https://www.pmindia.gov.in/en/major_initiatives/make-in-india/.

**MSME INDUSTRY IN INDIA**

With 63.4 million units spread across the country, the MSME sector contributes around 6.11% of the manufacturing GDP and 24.63% of the GDP from service activities.

The Micro Small and Medium Enterprises (MSMEs) sector is a major contributor to the socio-economic development of the country. In India, the sector has gained significant importance due to its contribution to Gross Domestic Product (GDP) of the country and exports. The sector has also contributed immensely with respect to entrepreneurship development especially in semi-urban and rural areas of India.T

**MSME MARKET SIZE**

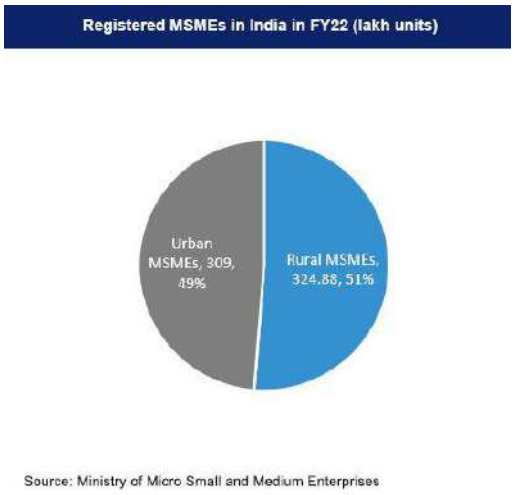
The MSME sector shows a diverse composition, with small and medium enterprises comprising 1.5% (6,08,935) and 0.8% (55,488) of registered entities respectively. The sector's growth trajectory is promising, with projections indicating an increase from 6.3 crore to 7.5 crore units at 2.5% CAGR, although only 2.5 crore have currently accessed formal credit.

Government procurement through the GeM portal has shown remarkable progress, surpassing Rs. 3 lakh crore by November 2024. The platform serves 63,000 government organizations and supports 1.63 lakh women-led MSEs and 25,000 startups. By March 2024, it processed 5.8 million orders worth Rs. 3,87,006 crore, engaging 148,245 primary and 215,743 secondary buyers.

State-wise distribution shows Maharashtra leading Udyam registrations with 37.12 lakh units, followed by Tamil Nadu (21.74), Uttar Pradesh (20.28), Gujarat (15.53), and Rajasthan (15.57). Notably, J&K has shown significant progress in PMEGP employment, with 44,542 projects creating 3,56,336 jobs through Rs. 921.38 crore in subsidies during 2021-24.

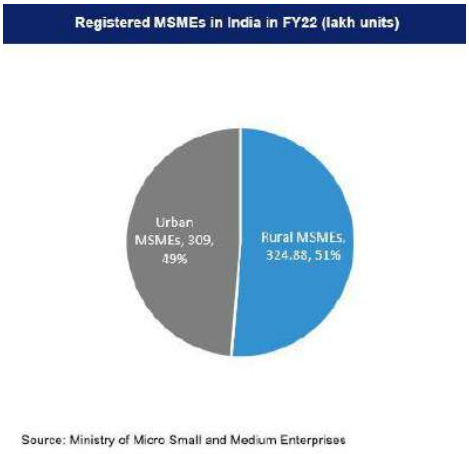
Financial indicators demonstrate robust growth, with MSME Ministry spending increasing 260% from FY19 to Rs. 23,583.90 crore in FY23. The 2024 budget allocation stands at Rs. 22,138 crore, with central sector schemes receiving Rs. 21,868 crore. Bank credit to MSMEs reached US$ 279.18 billion in October 2023, showing a 22.8% year-over-year increase. The sector has also embraced digital transformation, with 72% preferring digital payments over cash (28%), resulting in FY23 digital transactions of 9,192 crore worth Rs. 2,050 trillion.

| Category | Data Point | Value |
|---|---|---|
| BSE SME Platform | Expected New Listings (2021-22) | >60 SMEs |
| PMMY Loans (FY25 till Nov 2024) | Amount Sanctioned | Rs. 2.57 lakh crore (US$ 30.84 billion) |
| PMMY Loans | Number of Loans | 2.6 crore |
| Growth Forecast (FY24) | Projected Growth | 7% |




Source: https://www.ibef.org/assets/images/charts/msme.jpg

1. MSME Registration Distribution



| Enterprise Type | Number | Percentage |
|---|---|---|
| Total MSMEs | 4,00,42,875 | 100% |
| Micro-enterprises | 3,93,18,355 | 97.7% |
| Small enterprises | 6,08,935 | 1.5% |
| Medium enterprises | 55,488 | 0.8% |

2. GeM Portal Performance

| Time Period | Orders | Value |
|---|---|---|
| November 2024 | - | Rs. 3 lakh crore (US$ 35.96 billion) |
| March 2024 | 5.8 million | Rs. 3,87,006 crore (US$ 46.67 billion) |

3. Top States by Udyam Registration (as of Dec 2023)

| State | Registrations (in lakhs) |
|---|---|
| Maharashtra | 37.12 |
| Tamil Nadu | 21.74 |
| Uttar Pradesh | 20.28 |
| Gujarat | 15.53 |
| Rajasthan | 15.57 |

**GOVERNMENT POLICIES SUPPORTING MSME**

The Government of India has implemented key policies to support MSME growth:

- PMEGP: Disbursed Rs. 3,148 crore in loans, creating 210,000 jobs through 26,000 new micro enterprises.
- CGTMSE: Increased credit guarantee coverage to 90% for women-owned MSEs, targeting Rs. 5 lakh crore in guarantees.
- State Initiatives: Telangana allocated Rs. 4,000 crore for 25,000 new MSMEs; Karnataka launched collateral-free loans up to Rs. 100 crore.
- MUDRA: Loan limit doubled to Rs. 20 lakh for successful borrowers.
- RAMP Scheme: Benefited 4 lakh MSMEs, with 38% women-owned businesses.
- DBT Growth: 18.3% increase to Rs. 1,975.64 crore in FY23.
- Credit Support: CGTMSE approved Rs. 2 lakh crore guarantees in FY24.
- SRI Fund: Invested Rs. 7,593 crore in 425 MSMEs.
- Innovation Support: Rs. 1 lakh crore corpus for research and development.
- PM Vishwakarma: Rs. 13,000 crore scheme for artisans and craftspeople.
- Sector-Specific: New schemes for livestock sector, defense procurement, and digital skilling.
- Financial Year 2022-23: Public procurement exceeded target by 42%, reaching Rs. 60,432 crore.

**RECENT DEVELOPMENTS**

Key Recent Developments in the MSME Sector:

- Aragen Life Sciences: Rs. 2,000 crore investment in Hyderabad facility, creating 1,500 jobs in drug development.
- TN Global Investors Meet: Rs. 13,000 crore operationalized in MSME sector, generating 46,000 jobs.
- Holani Group: Raised Rs. 184 crore for SME venture capital fund, targeting Rs. 300 crore total.
- Women-owned MSMEs: 20.5% of Udyam registrations as of February 2024.
- FinAGG Technologies: Secured US$ 11 million for MSME financing.
- International Cooperation: NSIC-KOSME MoU for MSME sector development.
- SRI Fund: Rs. 6,448 crore invested in MSMEs through SBICAP Ventures.
- DealShare: Rs. 1,000 crore investment planned for MSME partners.
- Google India: Expanding digital payments and empowerment for MSMEs.
- TDB-SIDBI Partnership: Enhanced credit access for technology development.
- Export Share: MSMEs contribute 45.56% to India's exports (September 2023).
- RBI Initiative: Launched PTPFC for easier MSME loan access.
- Digital Integration: Flipkart-Gujarat partnership for craft digitization.
- Financial Solutions: New offerings from DBS Bank and Aditya Birla Capital.
- Insurance Coverage: Max Life-IIA partnership for UP MSME workers.
- Government Initiatives: DigiLocker setup, bid security returns, and regional development programs.

**ROAD AHEAD**

The Government of India aims to double the economy to US$ 5 trillion in five years, with MSMEs playing a crucial role as employment generators. The government is promoting MSMEs to create jobs and increase their contribution to exports and GDP.

To achieve these goals, the government needs to enhance back-end services and address technology gaps in the MSME sector. Key improvements needed include subsidizing modern technology adoption and partnering with academic institutions for R&D support to boost product innovation.

*References: Government Websites, Press Releases, Media Reports, Deloitte Report, Budget 2022-23, budget 2023-24*

*Note: Conversion rate used in October 2024, Rs. 1 = US$ 0.012*

**ENGINEERING INDUSTRY IN INDIA**

In FY24, exports of engineering goods stood at US$ 109.32 billion, reflecting a marginal growth of 2.1% of YoY growth.

**INTRODUCTION**

India's capital goods manufacturing sector serves as the backbone of various industries including engineering, construction, infrastructure, and consumer goods. As the nation's largest industrial sector, engineering comprises 27% of industrial factories and 63% of foreign collaborations, with growth driven by expanding capacity across multiple industries including infrastructure, electricity, mining, oil and gas, refinery, steel, automotive, and consumer durables. The sector leverages India's competitive advantages in manufacturing costs, market knowledge, technology, and innovation.

The sector's strategic importance to India's economy is reinforced by supportive government policies, including a de-licensed framework that permits 100% Foreign Direct Investment (FDI). This has helped the engineering sector

emerge as the largest contributor to India's merchandise exports. A significant milestone was achieved in June 2014 when India gained permanent membership in the Washington Accord (WA), joining an elite group of 17 nations in this international agreement on engineering studies and engineer mobility.

**MARKET SIZE**

The engineering sector has shown robust growth, with exports reaching US$ 67.43 billion in FY25 (until October). The Capital Goods Sector has demonstrated significant expansion, with production values nearly doubling from US$ 27.58 billion in 2014-15 to US$ 51.55 billion in 2023-24.

The electrical equipment industry, which encompasses both Generation equipment and T&D equipment, plays a vital role in the manufacturing sector, contributing 8% to manufacturing and 1.5% to GDP. While electrical machinery imports reached US$ 12.30 billion in FY24, power generation incentives are stimulating increased machinery demand. However, the Industrial Production Index (IIP) showed a marginal decline from 145.8 to 145.6 in August 2024 compared to the previous year.

Looking ahead, the electrical equipment market shows promising growth prospects, with projections indicating an expansion from US$ 52.98 billion in 2022 to US$ 125 billion by 2027, growing at an impressive CAGR of 11.68%. The domestic market is targeting US$ 72 billion by 2025. The heavy equipment sector has also performed well, with production reaching US$ 29.38 billion in FY23, while machinery exports grew by 13% to reach US$ 10.19 billion during April-December 2023.

**ENGINEERING EXPORTS**

| Time Period | Export Value |
|---|---|
| FY25 (until October) | US$ 67.43 billion |

**CAPITAL GOODS PRODUCTION**

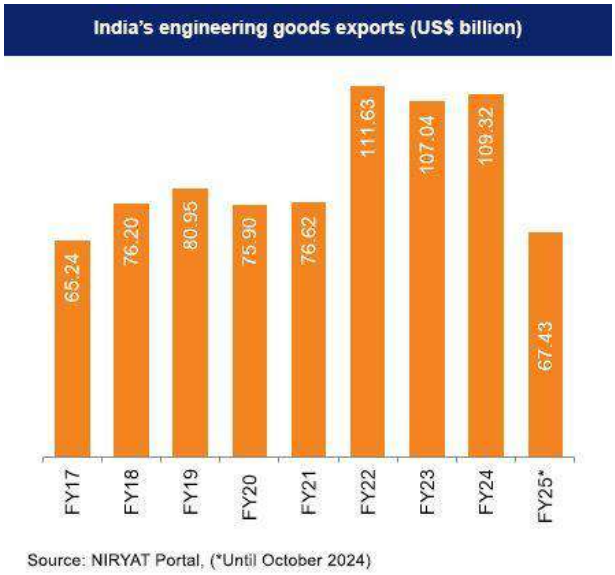
| Year | Production Value |
|---|---|
| 2014-15 | Rs. 2,29,533 crore (US$ 27.58 billion) |
| 2023-24 | Rs. 4,29,001 crore (US$ 51.55 billion) |

**ELECTRICAL EQUIPMENT MARKET**

| Year | Market Value |
|---|---|
| 2022 | US$ 52.98 billion |
| 2027 (Projected) | US$ 125 billion |
| 2025 (Expected) | US$ 72 billion |

**ELECTRICAL MACHINERY GROWTH**

| Period | Value |
|---|---|
| April-December 2023 | US$ 10.19 billion |
| Previous Year | US$ 9.06 billion |




Source: https://www.ibef.org/assets/images/charts/engineering-and-capital-goods.jpg

**GROWTH BY INDUSTRY SECTOR**

| Industry Sector | Market Size/Value | Growth/Projections |
|---|---|---|
| Textile Machinery | US$ 1003.55M (2023 exports) | -5.09% YoY decline |
| Plastic Machinery | US$ 0.5B | - |
| Process Plant & Machinery | US$ 6.0B per annum | - |
| Earthmoving Equipment | 22,334 units (Q2 FY24) | 23% YoY growth |
| Foundry Industry | US$ 20B turnover | US$ 3.54B exports |

**GROWTH BY MARKET SEGMENT**

| Market Segment | Current Value | Projected Growth |
|---|---|---|
| Industrial Fasteners | US$ 9,064M (2022) | US$ 17,868M by 2030 (7.9% CAGR) |
| Steam Boiler Systems | - | US$ 22.56B by 2027 (4.63% CAGR) |
| Generator Sets | - | 5% CAGR (2020-2025) |
| Power Transformer | - | 3% CAGR (2020-2025) |
| Switchgear | US$ 9.75M (2022) | US$ 18.23M by 2029 (7.12% CAGR) |

**GROWTH BY INDUSTRY**

| Major Industries | Current Status | Future Outlook |
|---|---|---|
| Automotive Industry | US$ 222B, 7.1% of GDP | 3rd largest globally by 2030 |
| Auto Components | 2.3% of GDP | 10-15% growth in FY24 |
| Agricultural Equipment | US$ 10.25B (2023) | 5.24% CAGR through 2029 |
| Machine Tools | US$ 1.5B (2023) | US$ 3.2B by 2032 (8.2% CAGR) |
| Heavy Electrical Equipment | US$ 29.38B (FY23) | - |
| Boiler Market | US$ 704.6M (FY19) | US$ 1.1B by FY30 (3.8% CAGR) |

## INVESTMENTS

The engineering sector has seen significant foreign direct investment, reaching US$ 4.51 billion between April 2000 and June 2024. Engineering exports have become a crucial component of India's international trade, accounting for 25% of the country's global goods exports and reaching US$ 109.32 billion in FY24. The United States remains the largest market, importing US$ 17.63 billion worth of engineering goods from India, followed by strong demand from Europe and UAE. Maharashtra leads domestic production, contributing 21% (US$ 22.99 billion) to India's engineering exports in FY24. The sector is projected to achieve US$ 200 billion in exports by 2030.

Several strategic partnerships and developments are shaping the industry's future. Notable among these are the ARAI-IIT Guwahati collaboration for a Digital Twin Centre, BHEL's partnership with GE for Gas Turbines, Boeing's establishment of an Engineering Centre in Bengaluru, and the LTIMindtree merger aimed at digital transformation.

Infrastructure development continues to strengthen the sector through multiple initiatives. These include the approval of various Special Economic Zones across the country, the ambitious Delhi Mumbai Industrial Corridor spanning seven states, and Reliance Defence's state-of-the-art Naval facility in Gujarat.

## RECENT SECTOR GROWTH AND DEVELOPMENTS

The Indian engineering sector has shown strong growth across segments. Construction equipment sales exceeded one lakh units in FY23 with 26% YoY growth. The sector targets becoming world's second-largest by 2030, with machine tools market projected at US$ 2.5 billion by 2028.

In automotive, while passenger vehicle sales declined slightly in June 2024, EV sales grew from 1.18 million to 1.67 million units (2023-24). Total automobile exports reached 4.5 million units. Reliance Industries and Ashok Leyland unveiled India's first Hydrogen Internal Combustion Engine for heavy-duty trucks.

The sector has advanced through key partnerships. NPCIL and BHEL collaborated on Nuclear Power Plants, while the government allocated Rs. 800 crore for EV charging stations. Engineering exports reached US$ 7.4 billion in October 2022.

International collaboration expanded with major players entering through 100% FDI. Key developments include Microsoft India-L&T's cloud partnership, BHEL's Rs. 10,800 crore NPCIL order, Tesla's Bengaluru R&D center, and Tata Power's natural ester-filled power transformer deployment.

## GOVERNMENT INITIATIVES

The Indian engineering sector benefits from strong government backing, including 100% FDI allowance and reduced excise duties. FY 2024-25 allocations include Rs. 6.21 lakh crore for defence and Rs. 11.11 lakh crore for infrastructure.

Key initiatives include Rs. 250 crores for Capital Goods Sector Phase 2 (Industry 4.0), and PLI schemes across sectors: Rs. 25,938 crore (auto), US$ 447 million (telecom), Rs. 10,683 crore (textiles), and Rs. 12,195 crore (telecom equipment). A Vehicle Scrapping Policy with Rs. 10,000 crore investment has also been launched.

AICTE has modernized engineering education with AI, IoT, and Robotics curricula, while introducing regional language resources. NSIC-Phillips and MHI-MSDE partnerships focus on skill development.

The defence sector saw 264 procurement contracts (FY17-22), with private sector missile development now permitted. Infrastructure received Rs. 199,107 crore for transport (2022-23), with Rs. 100 trillion planned for overall development. The removal of iron ore and steel export duties has also strengthened the sector.

## ROAD AHEAD

The engineering sector shows strong growth potential across segments. The electrical equipment market targets US$ 33.74B by 2025 (9% CAGR), Engineering R&D investment US$ 63B, construction equipment US$ 7.2B (15% CAGR), and machine tools US$ 2.5B by 2028 (9.4% CAGR). Medical device exports aim for US$ 10B by 2025.

Infrastructure plans include US$ 1.4T investment through 2023, with 13,814 km of national highways in FY 2024 and nuclear power expansion to 22,480 MW by 2031. The auto components industry aims to become third-largest globally by 2025, with engineering exports targeting US$ 200B by 2030.

Capital goods turnover is projected at US$ 115.17B by 2025, with construction equipment showing 26% YoY growth in FY24. Material handling equipment sees strong infrastructure demand, while 'Make in India' drives opportunities in engineering and capital goods.

*Note: *Data except for BMW, Mercedes, Tata Motors & Volvo Auto*

*References: Media reports, press releases, EEPC India, Press Information Bureau (PIB), Department for Promotion of Industry and Internal Trade (DPIIT), The Confederation of Indian Industry (CII), Indian Electrical & Electronics Manufacturers' Association (IEEMA), Union Budget 2023-24*

**MANUFACTURING SECTOR IN INDIA**

India stands as the third most sought-after manufacturing destination globally, with its manufacturing sector projected to reach US$ 1 trillion by 2025-26. The country's merchandise exports have shown strong growth, reaching US$ 252.28 billion in FY25 (until October 2024), up from US$ 244.51 billion in the previous fiscal, with potential to reach US$ 1 trillion in exports by 2030.

The sector's growth is anchored by significant foreign investment, with FDI reaching US$ 165.1 billion in manufacturing - a 69% increase over the past decade. The last five years alone saw total FDI inflows of US$ 383.5 billion, largely driven by Production-Linked Incentive (PLI) schemes. This growth trajectory is further supported by demographic trends, with India's middle class expected to represent 17% of global consumption by 2030.

Gujarat, Maharashtra, and Tamil Nadu are leading the manufacturing revolution, particularly in automobiles, electronics, and textiles. The government's Make in India initiative and PLI schemes have been instrumental in attracting investments and strengthening industrial infrastructure. Additionally, the Department for Promotion of Industry and Internal Trade (DPIIT) is fostering innovation through incubators, promoting startup-corporate collaborations, and enhancing the country's self-reliance.

The sector's future looks promising, supported by production capacity expansion, strategic government policies, increased merger and acquisition activities, and private equity/venture capital investments. These developments are creating a robust foundation for India's sustained economic growth, while expanding into new geographies and segments.

**OVERVIEW OF ALUMINIUM INDUSTRY**

The world production of Primary Aluminium Metal during Apr'2024-Jan'2025 was about 60.634 million tonnes against world consumption of 60.229 million tonnes, resulting in a surplus of 0.405 million tonnes. During Jan'25-Mar'25 (Q1-CY 2025), the world consumption of Primary Aluminium Metal is expected to be 18.109 million tonnes against world production of around 17.879 million tonnes, implying a deficit of 0.230 million tonnes. The share of India in the world
primary Aluminium production was around 5.8% during Apr-Jan-2025.

(Source: *https://mines.gov.in/admin/storage/ckeditor/_Jaunary_2025_1740740081.pdf* )

India is the 2 largest Aluminium producer, among top-10 producer in refined copper and 4 largest iron ore producer in the world. Continued growth in production of iron ore in the current financial year reflects the robust demand conditions in the user industry viz. steel. Coupled with growth in aluminium and copper, these growth trends point towards continued strong economic activity in user sectors such as energy, infrastructure, construction, automotive and machinery. In the non-ferrous metal sector, primary aluminium production in FY 2024-25 (April- December) posted a growth of 1.6% over the corresponding period last year, increasing to 31.56 lakh ton (LT) in FY 2024- 25 (April- December) from 31.07 LT in FY 2023-24 (April- December).

(Source: *https://mines.gov.in/admin/storage/ckeditor/Press_Release_Press_Information_Bureau5_1740396285.pdf* )

## INTRODUCTION – ALUMINIUM CASTING INDUSTRY

Aluminium casting represents a sophisticated manufacturing process where molten aluminium is carefully poured into precisely engineered molds, enabling the creation of intricate and complex components essential for various high-performance industries, including automotive manufacturing, aerospace applications, and renewable energy systems. As a leading player in this specialized field, Swastika Castal Ltd. has developed extensive expertise in four distinct and complementary casting methodologies:

**Sand Casting**: Utilizes meticulously prepared sand molds to produce large-scale, intricate components with complex geometries and detailed surface features. This versatile method allows for the creation of both prototype and production parts with exceptional dimensional accuracy.

**Gravity Casting**: Employs natural gravitational forces to facilitate the controlled flow of molten aluminium into permanent molds, making it particularly suitable for low-pressure applications requiring consistent quality and excellent surface finish.

**Centrifugal Casting**: Implements advanced rotational technology to distribute molten metal uniformly through centrifugal force, resulting in superior density and mechanical properties, especially beneficial for cylindrical components requiring precise dimensional control.

**Pressure Die Casting**: Utilizes sophisticated high-pressure systems to inject molten aluminium into precision-engineered dies, enabling the production of high-volume, dimensionally accurate components with exceptional surface quality and tight tolerances.

The global aluminium casting market is experiencing unprecedented expansion, primarily propelled by increasing demand for lightweight yet durable materials in the rapidly growing electric vehicle (EV) sector and the expanding renewable energy infrastructure. This growth trajectory is particularly pronounced in India, where rapid industrialization and the dynamic evolution of the automotive sector are creating substantial opportunities for market acceleration and technological advancement.

In 2022, the die casting segment was the largest revenue generator, and is anticipated to grow at a CAGR of 5.4% during the forecast period. Die casting is one of the aluminium casting processes where molten metal is forced under high pressure into the mold cavity. This mold cavity is made by using hardened tools steel dies that have a specific shape and size of the desired casting. Generally, die castings are made from non-ferrous metals such as zinc, magnesium, lead, and others.

They are used to manufacture a wide range of consumer, commercial, and industrial products such as automobiles, toys, electronic devices, and others. Moreover, the increasing establishment of industries in both developed and developing economies may enhance the demand for die casting for producing various instruments, measurement vessels, and other industrial machinery parts. This is anticipated to increase the adoption of die casting among the growing industrial facilities; thus, fueling the market growth.

**GLOBAL ALUMINIUM CASTING INDUSTRY REPORT**

**MARKET SIZE AND GROWTH TRAJECTORY**

Looking further ahead, market analysts project continued expansion, with expectations to reach $101.95 billion by 2029 at an accelerated CAGR of 8.0%. The long-term outlook remains exceptionally positive, with forecasts indicating substantial growth to $159.33 billion by 2034, highlighting the industry's sustained momentum and increasing market opportunities.

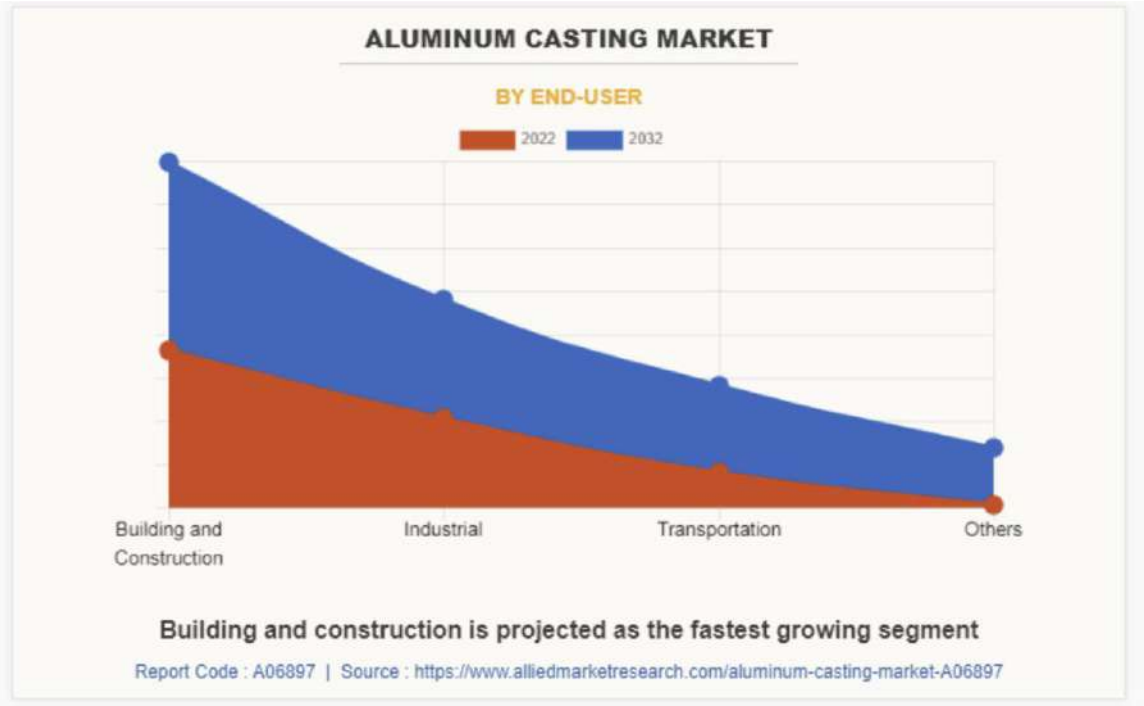
| Time Period | Market Value | CAGR |
|---|---|---|
| 2024 | $69.78 billion | - |
| 2025 | $75 billion | 7.5% |
| 2029 | $101.95 billion | 8.0% |
| 2034 | $159.33 billion | 8.0% |

**PRIMARY GROWTH CATALYSTS AND INDUSTRY DYNAMICS**

Electric Vehicle Production: The automotive sector's transformation is driving unprecedented demand, with aluminium components constituting more than 50% of mission-critical vehicle parts, particularly in transmission housings and structural elements. This trend is expected to accelerate as EV adoption increases globally.

Renewable Energy Infrastructure: The expanding renewable energy sector presents substantial opportunities through increased demand for precision-engineered wind turbine components and sophisticated solar energy system installations, reflecting the industry's vital role in sustainable energy development.

Lightweight Construction Materials: There is a growing strategic emphasis on lightweight materials across aerospace and automotive applications, driven by stringent fuel efficiency requirements and environmental regulations. This shift represents a fundamental change in manufacturing priorities.




By end user, the building and construction segment dominated the global market in 2022, and is anticipated to grow at a CAGR of 5.9% during forecast period. The increasing population coupled with rapid urbanization have surged the demand for both residential and commercial facilities where aluminium castings are used for structural

support purposes. This may act as one of the key drivers responsible for the growth of the aluminium casting market in the growing building & construction sector. Furthermore, the increasing building & construction activities based on modern theme architecture has surged the potential application of various aluminium castings for use in interior and exterior structural support applications. This may further aid the growth of the aluminium casting market during the forecast period.

*(Source: Aluminium Casting Market Size, Share | Industry Forecast, 2032)*

**TECHNOLOGICAL ADVANCEMENTS AND INNOVATION LANDSCAPE**

Additive Manufacturing: Revolutionary integration of advanced manufacturing technologies with traditional casting processes enables the production of increasingly complex geometrical structures, opening new possibilities for component design and optimization.

Alloy Development: Continuous innovation in metallurgical engineering has led to breakthrough developments in high-performance aluminium alloys, delivering enhanced strength-to-weight ratios crucial for demanding industrial applications.

Digital Simulation: Implementation of sophisticated computational modeling and simulation technologies has significantly improved defect prediction capabilities and process optimization methodologies, leading to higher quality standards and reduced production costs.

**COMPETITIVE LANDSCAPE ANALYSIS**

The global aluminium casting industry features several dominant players who have established themselves through technological excellence, market reach, and specialized capabilities:

| Leading Global Players | Core Specialization and Market Position |
|---|---|
| Arconic Inc. | Industry leader in advanced aerospace components and high-performance automotive investment castings, with proprietary alloy technologies |
| Dynacast International | Renowned for high-precision components through advanced pressure die casting, serving multiple industries with complex geometrical requirements |
| Nemak | Specialized in lightweight powertrain solutions, manufacturing sophisticated engine blocks and structural components for both traditional and electric vehicles |

These industry leaders have maintained their competitive edge through continuous innovation in manufacturing processes, strategic global presence, and strong relationships with OEM customers across automotive and aerospace sectors.

**INDIAN ALUMINIUM CASTING INDUSTRY REPORT**

**MARKET OVERVIEW AND GROWTH TRAJECTORY**

Within this thriving sector, the automotive die-casting segment exhibits particularly strong momentum, advancing at an accelerated 8.8% CAGR during the forecast period 2025–2030, highlighting the segment's increasing significance in the industry landscape.

| Market Segment | Growth Projection | CAGR | Period |
|---|---|---|---|
| Overall Indian Aluminium Casting | $7.15 billion growth | 8.5% | 2023-2028 |
| Automotive Die-Casting | - | 8.8% | 2025-2030 |

**STRATEGIC GROWTH DRIVERS AND MARKET DYNAMICS**

Automotive Sector Integration: The automotive industry serves as a primary catalyst, with aluminium components constituting a substantial 40–60% of critical engine and transmission assemblies in modern vehicles, demonstrating the material's essential role in contemporary automotive manufacturing.

Environmental Policy Impact: Increasingly stringent emission standards and environmental regulations are accelerating the transition toward lightweight materials, fundamentally reshaping manufacturing priorities and material selection processes.

Competitive Labor Advantages: India's strategic positioning with cost-effective skilled labor continues to attract significant investment from global manufacturing leaders, including prestigious firms like Continental and Rheinmetall, reinforcing the country's status as a preferred manufacturing destination.

## STRATEGIC INDUSTRY DEVELOPMENTS

Jaya Hind Industries has strengthened its position in the EV component manufacturing sector through a strategic long-term partnership extension with KS Huayu Alutech, secured until 2027, demonstrating commitment to sustainable automotive solutions.

Sandhar Technologies has executed a strategic acquisition of Unicast Autotech's die-casting operations, implementing an aggressive expansion strategy to enhance production capabilities and market presence.

## COMPETITIVE LANDSCAPE ANALYSIS

| Key Indian Players | Strategic Market Focus |
|---|---|
| Endurance Technologies Ltd. | Specialized in high-precision engine and transmission components for automotive applications |
| Rico Auto Industries | Advanced EV components and structural automotive parts with focus on innovation |
| Nemak India | Premium high-pressure die casting solutions for leading global OEMs |

## MARKET SEGMENTATION AND DISTRIBUTION

Process Distribution: Pressure die casting maintains market leadership with approximately 60% share, driven by escalating automotive sector demands and technological advantages.

Application Segmentation: Engine components maintain market dominance, supported by parallel growth in both traditional ICE and emerging EV production segments.

## CONCLUSION

Swastika Castal Ltd. operates within a dynamic and rapidly evolving sector characterized by unprecedented growth opportunities, primarily driven by three key factors: the accelerating transition toward automotive electrification, the expanding renewable energy infrastructure, and continuous technological innovation across manufacturing processes. On a global scale, significant advancements in metallurgical engineering, particularly in alloy development and composition optimization, are fundamentally transforming production capabilities and quality standards. Simultaneously, the integration of digital technologies, including AI-driven process control and advanced simulation tools, is revolutionizing manufacturing efficiency and precision. India's strategic advantages, including its cost-effective skilled labor force and supportive policy framework for manufacturing, position it as an increasingly important global manufacturing hub. The company's potential for future growth and market leadership could be substantially enhanced through a focused strategy emphasizing electric vehicle component manufacturing capabilities and the establishment of strategic partnerships with leading global automotive and aerospace manufacturers. This approach, combined with continued investment in advanced manufacturing technologies and quality control systems, would significantly strengthen Swastika Castal Ltd.'s competitive position in both domestic and international markets.

Citations:

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[5] https://www.giiresearch.com/report/tbrc1641492-aluminium-casting-global-market-report.html

[6] https://www.mordorintelligence.com/industry-reports/india-automotive-parts-aluminium-die-casting-market

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*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## OUR BUSINESS

*Some of the information in the following section, especially information with respect to our plans and strategies, contain certain 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 the section entitled "Risk Factors" on page 30 for a discussion of certain risks that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Information included in this Prospectus on page 193. Unless stated otherwise, industry and market data used in this Prospectus has been obtained or derived from publicly available information as well as other industry publications and sources. For details, please refer to the section titled 'Industry Overview' on page 105.*

### OVERVIEW

Swastika Castal Ltd., bearing CIN U27101WB1996PLC079995, is registered with Registrar of Companies, West Bengal Kolkata. The company was incorporated as a Public Limited Company on June 10, 1996, having its **Registered Office** at 117A, Chittaranjan Avenue, Kolkata-700073, West Bengal, India. The company is having its **Corporate Office at** 306 Tower-A, Mayfair Corporate Park, Vadodara – 390012, Gujarat, India.

Established in 1996, Swastika commenced operations with the object of business of aluminium casting by setting up a foundry, which was a very unique concept at that time.

Presently the company has advanced machining, inspection and testing facilities in India which is backed with an efficient team of metallurgists and professionals.

The company now supplies the casting as original equipment (ready to use component) to reputed Companies in India and also exports to parts of Europe, and U.S.A.

### MANUFACTURING UNITS

| Unit | Location | Date operational | Purpose |
|---|---|---|---|
| 1 | Block No. 535 Vemardi Road, Vill. Kandari, Ta.: Karjan - 391210, Dist.: Vadodara, Gujarat. | 29th October, 1997 | Manufacturing Facility |

## OUR PROMOTERS

Varun Sharda and Indra Sharda, as promoters of our company, bring a wealth of experience to the aluminum casting and manufacturing industry. Varun Sharda, with his 18 years of industry experience, has been instrumental in establishing the company as a respected market player through his leadership and vision. His extensive background in the field has enabled strategic decision-making and guided the company towards growth and innovation. Indra Sharda has been an integral part of the company's journey since its inception, providing invaluable insights and support that have significantly contributed to its growth and success. Her involvement has not only brought a unique perspective but also helped shape the company's strategic direction. Through her contributions, she has played a crucial role in fostering a collaborative environment that aligns with the company's core values, which were initially set up by the Late Aloke Sharda. Her dedication and encouragement have been instrumental in helping the company navigate various challenges and capitalize on opportunities, ensuring that it remains a leader in its industry. Indra Sharda's commitment to the company's mission and her ability to work closely with other family members, such as Varun Sharda and Varsha Sharda, have been key factors in maintaining a strong family legacy and driving the company forward. Together, they play a crucial role in shaping the company's success and growth in the aluminum casting sector.

The success of the company is deeply rooted in the vision and leadership of Late Aloke Sharda, the chairman, who brought over 25 years of industry expertise to the organization. Under his guidance, the company evolved into a comprehensive solution provider, with a strong emphasis on treating employees as its most valuable asset. This philosophy not only fostered a positive organizational culture but also played a pivotal role in securing major clients and achieving significant milestones.

Continuing this legacy, Varun Sharda representing the second generation of leadership in the business. Varun Sharda brings 18 years of experience to the table, contributing significantly to the company's growth and strategic direction. Together, they uphold their father's values and commitment to excellence, ensuring that the company remains competitive and innovative in its field. This seamless blend of experience and forward-thinking leadership has been instrumental in sustaining the company's reputation and success.

## INNOVATIONS

The promoters have demonstrated remarkable innovation through their successful research and development efforts in vertical centrifugal casting. This advanced casting technique, which utilizes high-speed rotation to shape molten material into desired forms, has been a significant breakthrough in the manufacturing process. By focusing on vertical centrifugal casting, the company has achieved superior structural integrity, minimized defects, and ensured consistent wall thickness in the final products. These advancements have enabled the production of high-quality components with enhanced precision and durability.

The R&D investments in this area have not only optimized the manufacturing process but also reduced material waste and post-production machining requirements. This innovation has positioned the company as a leader in adopting efficient and sustainable manufacturing practices. The success of vertical centrifugal casting underscores the promoters' commitment to leveraging cutting-edge technologies to drive growth and maintain a competitive edge in the industry.

**SHAREHOLDING AND DIRECTORSHIP OF PROMOTERS:**

| Promoter Name | Designation | Appointment Date | Number of Shares | Shareholding % |
|---|---|---|---|---|
| Varun Sharda | Managing Director | 16/06/2007 | 22,02,400 | 36.71 |
| Indra Sharda | - | - | 23,57,200 | 39.29 |
| **Total** | | | **45,59,600** | **76.00** |

**MANUFACTURING CAPABILITIES AND CORE BUSINESS**

Our company has established itself as a leader in aluminum casting and manufacturing through its diverse production capabilities. The company employs several specialized casting processes to meet varying industrial requirements.

Their sand-casting operations handle High weight and Integrated casting production, capable of manufacturing components up to 250 kgs. This traditional method excels in creating complex shapes and intricate designs using specially prepared casting sand moulds, making it particularly effective for one-off productions.

The company's gravity casting (permanent mold casting) facility produces components up to 80 kgs, offering superior surface finish and dimensional accuracy. This process uses reusable metal molds and relies on gravity for cavity filling, ensuring consistent quality in precision components.

The Company specialize in centrifugal casting process handles can handle weights upto 70 Kgs. This specialized technique employs rotating molds to achieve uniform metal distribution, resulting in exceptional density distribution and mechanical strength.

The company boasts an in-house heat treatment facility, which plays a pivotal role in enhancing product quality and ensuring precise mechanical properties. This facility allows the company to have complete control over the heat treatment process, resulting in improved efficiency, reduced lead times, and superior dimensional stability of components. By eliminating the need for outsourcing, the company achieves cost-effectiveness while maintaining stringent quality standards.

In addition to its in-house capabilities, the company collaborates with a robust vendor base approved by its customers for surface treatment processes. This network ensures access to specialized surface finishing techniques, further enhancing the durability and performance of its products.

**ADVANCED MANUFACTURING PROCESSES AND SYSTEMS**

To guarantee exceptional quality assurance, the company employs advanced testing facilities, including:

- **Chemical Lab**: Equipped with optical emission spectrometry for precise material composition analysis.
- **Physical Lab**: Conducting tensile and hardness testing to verify mechanical properties.
- **Sand Testing Lab**: Ensuring the quality of sand used in casting processes.
- **Density Index Checking Machine**: Evaluating the quality of molten elements to ensure defect-free casting.

These comprehensive measures reflect the company's commitment to delivering high-quality products that meet customer expectations and industry standards.

- Additional facilities include helium gas leak detectors, X-ray and ultrasound testing (Outsourced)

Our company specializes in providing advanced facilities for quality control and precision measurement, ensuring the highest standards across diverse industries. We utilize helium gas leak detectors to identify and locate even the smallest leaks in systems or components. Helium, with its small atomic size and inert properties, is an ideal tracer gas for leak detection, allowing us to ensure the integrity of critical products such as vacuum chambers, valves, and hermetic seals.

We also offer X-ray and ultrasound testing, which are outsourced to highly specialized partners to guarantee the most accurate results. These non-destructive testing methods are essential for inspecting internal structures of materials. X-ray testing identifies defects such as cracks or voids, while ultrasound testing uses high-frequency sound waves to detect subsurface flaws or measure material thickness.

Additionally, by integrating these advanced technologies into our operations, we provide comprehensive solutions that enhance product integrity, ensure dimensional precision, and maintain the highest quality standards across all applications.

## PRODUCT LINES, TARGET MARKETS AND CUSTOMERS

Our company offers a diverse range of products and serves a variety of industries, demonstrating its versatility and market reach. The company's primary product lines include:

- **Electrical Equipments and Transmission**: Critical components for electrical equipments and transmission.

- **Railways and Diesel Engines**: Reliable and robust castings for transportation and heavy machinery.
- **Industrial Applications**: Includes air compressors, insulators, and general industrial applications.

**LIST OF PRODUCTS ALONG WITH THEIR USAGE**

Our List of Products along with the division and usage have been mentioned below:

| Name of Components | Divison | Sector Used In |
|---|---|---|
| Fans | Motor | Railway / Ship |
| CAST TANK LH and RH | Radiator | Automobile |
| Body 2, 4, 6. 8,10,12 inc | Pressure Relief Valves | Oil & Gas |
| Covers for 2, 4, 6. 8,10,12 inc | Pressure Relief Valves | Oil & Gas |
| Inlets for 2, 4, 6. 8,10,12 inc | Pressure Relief Valves | Oil & Gas |
| Outlet for 2, 4, 6. 8,10,12 inc | Pressure Relief Valves | Oil & Gas |
| Pallets | Pressure Relief Valves | Oil & Gas |
| Adaptor | Pressure Relief Valves | Oil & Gas |
| SUCTION tubes | Pump | Fire Fighting Pump |
| Central manifold al | Pump | Fire Fighting Pump |
| Machining of piston | Compressor | Power genaration |
| Gearing head | Tap chenger | Railway |
| Cover | Tap chenger | Railway |
| Large case machining - re-2130135-2 | Tap chenger | Railway |
| Mounting frame | Tap chenger | Railway |
| Selector housing | Tap chenger | Railway |
| Small case | Tap chenger | Railway |
| Support(machining)swt-235137-p1 rev.d | Tap chenger | Railway |
| Adapter rings | Gas Insulated Switchgear | Transmission and distribution of power |
| Corona shield | Gas Insulated Switchgear | Transmission and distribution of power |
| Term plate spaded | Gas Insulated Switchgear | Transmission and distribution of power |
| Housings | Gas Insulated Switchgear | Transmission and distribution of power |
| Housings | Air Insulated Switchgear | Transmission and distribution of power |
| Base lower section | Gas Insulated Switchgear | Transmission and distribution of power |
| Bottom plate bracket | Gas Insulated Switchgear | Transmission and distribution of power |

| Name of Components | Divison | Sector Used In |
|---|---|---|
| End plates | Gas Insulated Switchgear | Transmission and distribution of power |
| Extension housings | Gas Insulated Switchgear | Transmission and distribution of power |
| Filter bowl | Gas Insulated Switchgear | Transmission and distribution of power |
| Gear boxes (housings) | Air Insulated Switchgear | Transmission and distribution of power |
| Reducer housing | Gas Insulated Switchgear | Transmission and distribution of power |
| Top covers | Air Insulated Switchgear | Transmission and distribution of power |
| Conductors | Gas Insulated Switchgear | Transmission and distribution of power |
| Exhaust cylinder | Gas Insulated Switchgear | Transmission and distribution of power |
| Fixed support | Gas Insulated Switchgear | Transmission and distribution of power |
| Flange | Gas Insulated Switchgear | Transmission and distribution of power |
| Movable side support | Gas Insulated Switchgear | Transmission and distribution of power |
| Rings | Gas Insulated Switchgear | Transmission and distribution of power |
| Shield | Gas Insulated Switchgear | Transmission and distribution of power |
| EARTHING SWITCH for different coustomers | Gas Insulated Switchgear | Transmission and distribution of power |
| Supports | Gas Insulated Switchgear | Transmission and distribution of power |
| Fixed contact holder | Air Insulated Switchgear | Transmission and distribution of power |
| Mobile contact holder | Air Insulated Switchgear | Transmission and distribution of power |
| Piston | Air Insulated Switchgear | Transmission and distribution of power |
| Terminl pads | Air Insulated Switchgear | Transmission and distribution of power |
| Adapter for breaker | Gas Insulated Switchgear | Transmission and distribution of power |
| BELL cranks | Gas Insulated Switchgear | Transmission and distribution of power |
| Contact support | Gas Insulated Switchgear | Transmission and distribution of power |
| Covers | Gas Insulated Switchgear | Transmission and distribution of power |
| CT PIPE s | Gas Insulated Switchgear | Transmission and distribution of power |
| Drive housings | Gas Insulated Switchgear | Transmission and distribution of power |
| TERMINAL FLANGE s | Air Insulated Switchgear | Transmission and distribution of power |
| Drive side cover | Gas Insulated Switchgear | Transmission and distribution of power |
| Tubes | Gas Insulated Switchgear | Transmission and distribution of power |
| Flat cover | Gas Insulated Switchgear | Transmission and distribution of power |

| Name of Components | Divison | Sector Used In |
|---|---|---|
| Flange machined | Gas Insulated Switchgear | Transmission and distribution of power |
| Tank head machined | Gas Insulated Switchgear | Transmission and distribution of power |
| Flange tank | Gas Insulated Switchgear | Transmission and distribution of power |
| ALUMINIUM conductors | Transformer | Transmission and distribution of power |
| MOUNTING flanges | Transformer | Transmission and distribution of power |
| Casting gear housing | Switchgear | Transmission and distribution of power |

**TARGET MARKETS**

Swastika Castal Ltd. caters to both domestic and international markets, showcasing a strong presence in India and export destinations such as Europe, and the U.S.A. The company's key target markets include:

- **Textile Industry**: Components for high-performance textile machinery.
- **Electrical and Electronics Industry**: Components for appliances and electrical systems.
- **Railways and Heavy Equipment**: Castings railway vendors.
- **Automotive**
- **Pumps & Motors**
- **Global Markets**: Strong export channels to regions including Europe, and the U.S.A.

Our company has built a strong reputation for delivering high-quality aluminium castings, earning the trust of several long-standing multinational corporations (MNCs) as its customers. These partnerships are a testament to the company's credibility, technical expertise, and commitment to excellence. By consistently meeting the stringent quality standards and diverse requirements of global clients, Swastika Castal Ltd. has established itself as a reliable supplier in both domestic and international markets.

Our company caters to MNCs across industries such as automotive, textiles, electrical and electronics, and heavy equipment manufacturing. These customers rely on Swastika Castal Ltd. for precision-engineered components that meet exacting specifications. The company's ability to deliver customized solutions through advanced casting techniques like sand casting, gravity die casting, and centrifugal casting has further strengthened its position as a preferred partner for global brands.

Our company's long-standing relationships with MNCs in regions like Europe and the U.S.A. highlight its capability to compete on a global scale. These collaborations not only reflect the company's product quality but also its adherence to international standards, timely delivery, and robust supply chain management. By maintaining these enduring partnerships, our company continues to enhance its credibility and expand its footprint in the global market.

**CUSTOMERS**

Swastika Castal Ltd. has established strong and enduring relationships with prominent MNC clients across a wide range of industries, showcasing its ability to meet diverse industrial requirements with precision and reliability. The company serves its products to the companies/entities which are into manufacturing of **electrical equipments** used in Grid transmission and distribution of power providing high-quality aluminium components for appliances and electrical systems. Its expertise in aluminium casting processes such as sand casting, gravity die casting, and centrifugal casting ensures that the products meet the stringent demands of this industry.

Our company supplies critical castings to the **railway industry**, delivering high-quality products that meet the stringent requirements of railway equipment manufacturers. The company has recently entered in the **Automotive sector** supplying few components that cater to leading Original Equipment Manufacturers (OEMs).

Additionally, our company serves the **heavy machinery sector**, producing robust castings designed for industrial equipment and machinery. These products are engineered to withstand extreme conditions while maintaining high performance and longevity.

The company's global reach is reflected in its strong export channels to regions such as **Europe and the U.S.A.**, where it supplies precision-engineered aluminium components to multinational corporations. By adhering to international quality standards and certifications like ISO 9001:2008, our company has earned the trust of global clients across these industries, further solidifying its reputation as a reliable partner.

## COMMITMENT TO DIVERSIFICATION AND GROWTH WITHIN THE INDUSTRY

Our company demonstrates a strong commitment to diversification and growth within the aluminum casting industry through its strategic initiatives, technological advancements, and market-focused approach. The company has consistently invested in advanced machinery, and testing facilities, to enhance production capabilities and maintain high-quality standards.

The company's diversification efforts are evident in its broad product portfolio, which serves industries such as automotive, railway's equipment suppliers, and electrical appliances. By catering to both domestic and international markets, including Europe, and the U.S.A., Swastika has established a global presence that underscores its adaptability and ability to meet diverse customer needs.

Swastika's focus on sustainability and environmental considerations, coupled with its emphasis on employee training and skill development, further illustrate its commitment to long-term growth and industry leadership. The company's ability to forge strong customer relationships and maintain ISO certifications reflects its dedication to quality and operational excellence.

### Insights into Sustainability Initiatives

Our company is committed to enhancing its sustainability profile through several strategic initiatives aimed at reducing environmental impact.

**Transition from Oil Fire Furnaces to Electrical Melting Furnaces:** The company is planning to shift from traditional oil fire furnaces to electrical melting furnaces. This transition is expected to significantly reduce carbon emissions, aligning with global efforts to minimize environmental footprints. The target for completing this transition is set within the next two years.

**Solar Panel Installation:** To further reduce reliance on conventional energy sources, our company plans to install solar panels. This initiative aims to decrease electrical consumption from the grid, thereby lowering the company's overall energy costs and carbon footprint. Similar to the furnace transition, this project is also slated for completion within a two-year timeframe.

### R&D Investments and Innovations

Our Company's commitment to innovation is evident in its adoption of state-of-the-art technology and specialized casting processes like sand, gravity, and centrifugal casting. These advanced processes enable the company to produce high-quality products efficiently, which is crucial for maintaining its competitive edge in the global market.

### New Markets and Expansion Strategies

Our company is focused on expanding its market presence both domestically and internationally.

**Geographical Expansion in Europe and the U.S.A.:** The company aims to increase its market share in these regions by leveraging its strong export channels and reputation for quality aluminium castings. This expansion will involve strategic partnerships and tailored product offerings to meet local market demands.

**Domestic Expansion in India:** Our company plans to extend its reach within India by targeting new states and regions. This strategy involves identifying emerging industrial hubs and establishing strong distribution networks to cater to growing domestic demand.

To achieve these expansion goals, the company will likely focus on enhancing its product portfolio, investing in marketing efforts, and building relationships with local partners in both international and domestic markets. By combining these strategies with its commitment to sustainability and innovation, our company. is poised to strengthen its position as a leading aluminium casting manufacturer globally.

## ALUMINIUM CASTING MARKET

The global aluminum casting market is projected to grow at a CAGR of 5.10% during 2023-2030. Aluminum usage in lightweight vehicles currently stands at 30-40% and is expected to reach 70%. This growth is driven by increasing demand for lightweight vehicles due to environmental concerns, higher disposable incomes, and evolving consumer lifestyles.

The market serves key segments including Transportation, Industrial, Building & Construction, and others, with regional presence across North America, Europe, Asia Pacific, Central and South Africa, and the Middle East and Africa.

The Indian aluminum casting market, valued at INR 245 billion (USD 3.3 billion) in 2020, is expected to reach INR 445 billion (USD 6.1 billion) by 2027, growing at a CAGR of 7.5%. The aluminum industry is experiencing significant growth driven by multiple factors. The automotive sector's expanding demand spans across passenger vehicles, commercial vehicles, and two-wheelers, while aerospace and defense applications continue to increase. This growth is further fueled by the rising demand for lightweight, fuel-efficient vehicles. The construction and infrastructure development sector's expansion, coupled with supportive government policies, creates a favorable environment for industry growth.

The market is witnessing several key trends, with manufacturers adopting advanced processes like robotic casting and 3D printing. There's an increasing focus on recycled aluminum adoption and complex, high-precision castings, while sustainability has become a central consideration in manufacturing processes.

The Indian market is dominated by major players including Hindalco Industries Limited, National Aluminium Company Limited (NALCO), Aluminium Corporation of India (ACL), Bharat Aluminium Company (BALCO), and Vedanta Aluminium Limited. These companies serve diverse applications across multiple sectors - from automotive components like engine blocks and cylinder heads to aerospace parts, construction materials including building facades and window frames, industrial machinery parts, and consumer goods such as cookware and utensils.

Regionally, Western India, particularly Maharashtra and Gujarat, leads the market share due to strong automotive and aerospace demand. Southern India, with Tamil Nadu and Karnataka at the forefront, maintains a steady growth trajectory, while Northern India, specifically Uttar Pradesh and Delhi, shows emerging growth potential in the aluminum casting sector.

## KEY STRATEGIC POSITION

Our company is strategically positioned for diversification and growth within the aluminum casting industry due to a combination of its market positioning, technological capabilities, and operational efficiencies.
**Market Positioning:** our company benefits from a long-standing presence in the aluminum casting industry since its inception in 1996. The company has built a strong reputation domestically and internationally, exporting to key markets such as Europe, and the U.S.A. Its diverse product portfolio, serving industries like automotive, textiles, electrical appliances, and railway’s equipment manufacturers reduces dependency on any single market segment and ensures flexibility in meeting varying customer demands. The company's ISO certifications/long standing

MNC Customers further enhance its credibility and demonstrate its commitment to maintaining international quality standards.

**Technological Capabilities:** The company has consistently invested in advanced technologies, including state-of-the-art CNC machining centers, advanced testing facilities, and specialized equipment for chemical and physical quality assurance. Processes such as sand casting, gravity casting, centrifugal casting, and pressure die casting allow Swastika to produce a wide range of products with precision and reliability. These technological advancements ensure adherence to stringent quality requirements and enable the company to cater to high-demand industries such as automotive and aerospace.

**Operational Efficiencies:** The company's operational versatility is evident in its ability to produce castings across various weight ranges and processes. The company's skilled workforce, including metallurgists and engineers, is a critical asset that drives innovation and ensures consistent production quality. Its focus on employee training and skill development ensures that the workforce remains proficient in utilizing the latest technologies and best practices. Streamlined production processes and robust organizational structures contribute to reduced costs, improved turnaround times, and enhanced competitiveness in the market.

## COMPETITIVE ADVANTAGES

1. **Diverse Product Offerings**: The ability to cater to various industries with a broad product portfolio ensures resilience and adaptability to changing market demands.
2. **Global Reach**: Established export channels to Europe, and the U.S.A. position the company to capitalize on growing international demand for high-quality aluminum castings.
3. **Commitment to Quality**: Rigorous quality control and testing processes build customer trust and satisfaction, reinforcing the company's reputation as a reliable supplier.
4. **Leadership Expertise**: The combined experience of the promoters and leadership team drives strategic decision-making and fosters innovation.
5. **Sustainability Focus**: The company's emphasis on environmental considerations and efficient manufacturing practices aligns with global trends and customer expectations.

By leveraging its strategic market presence, technological advancements, and operational capabilities, our company is well-positioned to explore new markets, diversify its product offerings, and maintain a competitive edge in the aluminum casting industry.

## TOP 10 CREDITORS, DEBTORS, CUSTOMERS, & VENDORS

The following table shows our transaction volumes (₹ *in lakhs*) with top creditors and debtors for **Financial Year ending on March 31, 2025, March 31, 2024 and March 31, 2023**, highlighting our growing business relationships with key partners.

| Category | FY 2024–25 | | FY 2023–24 | | FY 2022–23 | |
|---|---|---|---|---|---|---|
| | Amount | % | Amount | % | Amount | % |
| Top 10 Creditors | 646.36 | 87.06 | 273.86 | 91.22 | 412.19 | 85.64 |
| Top 10 Debtors | 1,282.78 | 87.17 | 511.51 | 89.57 | 691.34 | 98.46 |

The following table shows our transaction volumes (₹ *in lakhs*) with top customers and vendors for the **Financial Year ending on March 31, 2025, March 31, 2024 and March 31, 2022**, highlighting our growing business relationships with key partners.

| Category | FY 2024–25 | | FY 2023–24 | | FY 2022–23 | |
|---|---|---|---|---|---|---|
| | Amount | % | Amount | % | Amount | % |
| Top 10 Customers | 2,716.99 | 92.03% | 2,118.11 | 93.55% | 2,328.85 | 97.70% |
| Top 10 Vendors | 1,379.54 | 87.35% | 823.8 | 100% | 949.34 | 99.75% |

**DETAILS OF DOMESTIC & EXPORT SALES** **(₹ *IN LAKHS*)**

| Type | FY 2024-25 | FY 2023–24 | FY 2022–23 |
|---|---|---|---|
| Domestic | 1,942.52 | 1,483.94 | 1,496.66 |
| Export | 1,009.84 | 780.16 | 887.07 |
| **Grand Total** | **2,952.36** | **2,264.10** | **2,383.74** |
| Domestic % | 65.80% | 65.54% | 62.79% |
| Export % | 34.20% | 34.46% | 37.21% |
| **Total** | **100.00%** | **100.00%** | **100.00%** |

**RAW MATERIAL SUPPLIER NETWORK**

Our company has established a robust network of raw material suppliers, which plays a critical role in ensuring the efficiency and quality of its manufacturing processes. The company procures its raw materials, primarily aluminium and aluminium alloys, from the local market. This strategic sourcing approach offers multiple advantages, including cost efficiency and enhanced quality control.

By relying on local suppliers, our company significantly reduces transportation costs and lead times, enabling it to maintain competitive pricing for its products. This localized procurement strategy also allows the company to closely monitor the quality of raw materials, ensuring they meet the required standards for manufacturing high-performance components. Materials such as aluminium alloys are sourced with specific characteristics like corrosion resistance, durability, and precision finishing (e.g., chrome finish or sand blasting), which are essential for producing castings used in industries like automotive, aerospace, electrical appliances, and heavy machinery.

Additionally, working with local suppliers fosters strong relationships that ensure a consistent and reliable supply chain. This minimizes disruptions in production and allows our company to respond quickly to customer demands or changes in market conditions. The company's focus on sourcing materials with certifications such as ISO 9001:2008 further reinforces its commitment to delivering quality-approved products.

Our company's vast supplier network and emphasis on local sourcing not only reduce costs but also enhance operational efficiency and product quality, strengthening its position as a trusted manufacturer in both domestic and international markets.

**Overview of the Logistics Network for Raw Material Procurement**

Our company has developed an efficient and well-structured logistics network for procuring raw materials, primarily aluminium and aluminium alloys, from local suppliers. By sourcing materials locally, the company minimizes transportation costs, reduces lead times, and ensures timely delivery of raw materials to its manufacturing facility. This localized procurement strategy also enables our company to maintain close relationships with suppliers, ensuring consistent quality and adherence to specifications such as thickness, finishing (e.g., chrome finish or sand blasting), and corrosion resistance.

## Strategies for Ensuring Consistent Supply During Demand Fluctuations

To address fluctuations in demand and ensure a steady supply of raw materials, Swastika Castal Ltd. employs several proactive strategies:

1. **Diversified Supplier Base**: The company maintains a vast network of suppliers to avoid over-reliance on a single source. This diversification ensures that any disruption with one supplier does not impact the overall supply chain.
2. **Local Sourcing Advantage**: By procuring raw materials from nearby markets, Swastika Castal Ltd. reduces dependency on long-haul logistics, which can be vulnerable to delays caused by external factors like fuel price hikes or geopolitical issues.
3. **Inventory Management**: The company adopts robust inventory management practices to maintain buffer stocks of critical raw materials. This approach helps mitigate risks during periods of high demand or supply chain disruptions.
4. **Real-Time Monitoring**: Swastika Castal Ltd. utilizes advanced tracking systems to monitor inventory levels and supplier performance in real time. This enables the company to anticipate potential shortages and take corrective action promptly.
5. **Collaboration with Suppliers**: The company works closely with its suppliers to forecast demand accurately and plan procurement schedules accordingly. Regular communication ensures alignment between production needs and material availability.

By leveraging its localized logistics network and implementing these strategies, our company ensures a consistent supply of high-quality raw materials while minimizing costs and maintaining operational efficiency—even during periods of fluctuating demand. This approach strengthens the company's ability to meet customer expectations across domestic and international markets.

## FACTORY MANUFACTURING PROCESS

The factory manufacturing process at our company focuses on transforming raw materials into high-quality finished goods through a series of specialized casting and machining operations. Below is an analysis of the typical steps involved, based on the company's capabilities and processes:

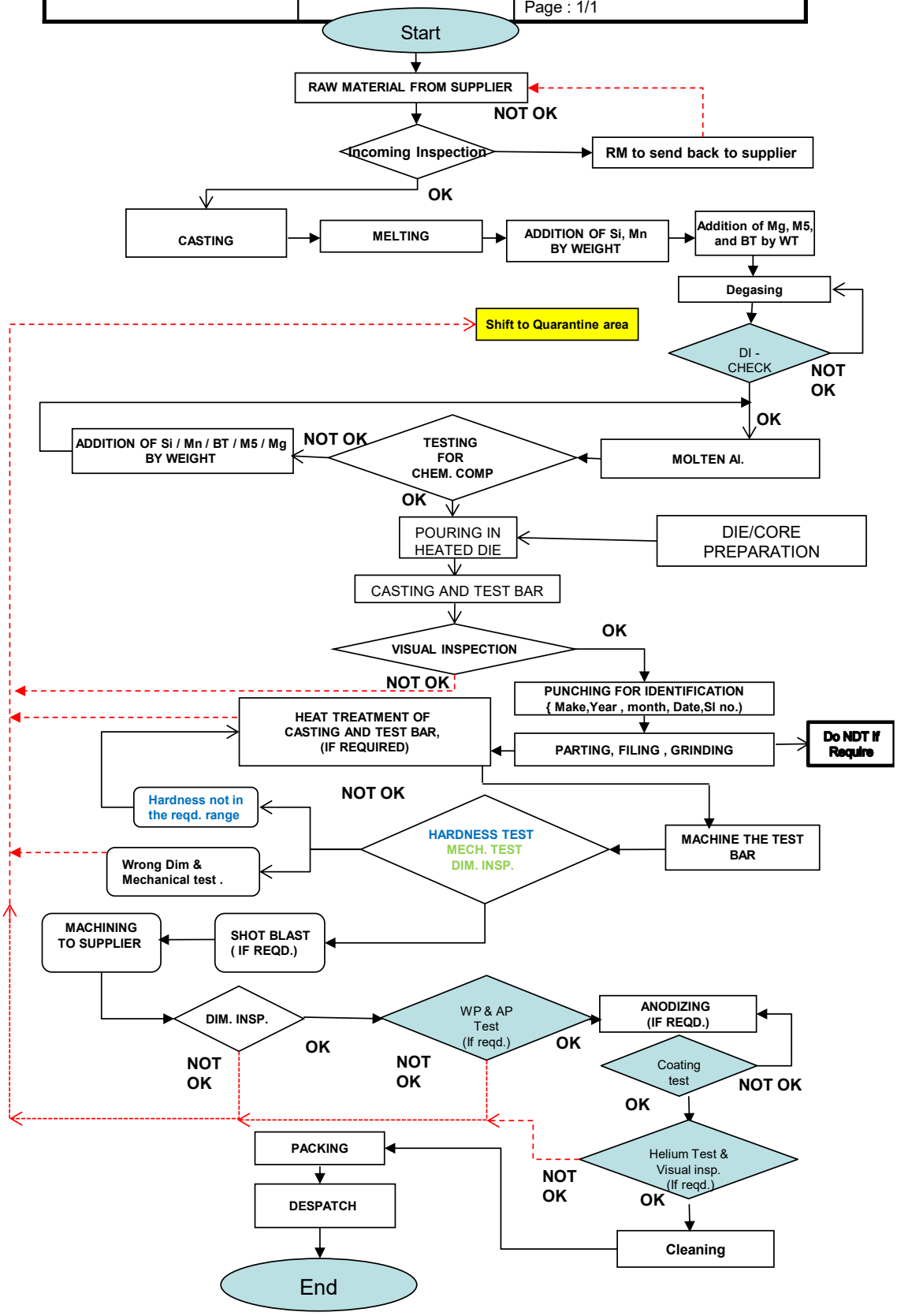
1. **Raw Material Procurement and Preparation:** The process begins with the sourcing of high-quality raw materials, such as aluminum alloys. These materials are inspected for compliance with industry standards and undergo preliminary quality checks, including chemical composition analysis and physical testing, to ensure suitability for production.
2. **Casting Operations:** Swastika employs multiple casting techniques depending on the product requirements:
    a. Sand Casting: Used for large components, this technique involves creating molds from prepared sand and pouring molten aluminum to form intricate shapes.
    b. Gravity Casting: Ideal for smaller, precision components, this process uses permanent molds and relies on gravity for cavity filling.
    c. Centrifugal Casting: Utilized for cylindrical components, this process ensures uniform density and mechanical strength through the use of rotating molds.
3. **Machining and Finishing:** Once the castings are prepared, they are subjected to advanced machining processes using CNC machining centers, turning centers, and other specialized equipment. This step ensures dimensional accuracy and a refined surface finish.
4. **Quality Assurance:** Swastika's rigorous quality control procedures include:
    a. Chemical Lab Testing: Ensures material composition meets specifications.
    b. Physical Lab Testing: Conducts tensile strength and hardness tests.
    c. Non-Destructive Testing (NDT): Employs radiography, ultrasound, and helium gas leak detection to identify defects without damaging the product.
    d. Dimensional Inspection: Conducted using digital instruments to ensure precision.
5. **Safety Protocols:** The company emphasizes workplace safety and follows strict protocols, including:

a. Regular safety training for employees.
b. Use of personal protective equipment (PPE).
c. Monitoring of hazardous material handling and storage.
d. Implementation of fire safety measures and emergency response plans.

6. **Storage and Inventory Management:** Finished components and raw materials are stored in well-organized facilities to prevent contamination or damage. Inventory levels are actively monitored to ensure seamless production without overstocking.
7. **Packaging and Shipping:** Before dispatch, components are carefully packaged to prevent damage during transit. The company utilizes robust shipping methods to ensure timely delivery to both domestic and international clients.

**PROCESS FLOW CHART**

| Swastika Castal Ltd., Karjan | PROCESS FLOW CHART | No. :PRD/F/09, Rev. : E dt.01.06.24<br>Page : 1/1 |
|---|---|---|



## QUALITY ASSURANCE

Our comprehensive quality control measures include:

1. Foundry Quality Control:
    a. Mass Spectrometer
    b. Mechanical properties testing via UTS
    c. Density Index Monitor
    d. Conductivity Meter
    e. Sand Testing Laboratory
    f. Hardness Testing Machine
    g. Radiography and Ultrasound (Outsourced)
    h. Ultrasonic Thickness Tester
    i. Conductivity Meter
    j. Microscope for Porosity Inspection
    k. Hardness Testing Machine
    l. Quality Gates with Laser marking and barcode facility

## STANDARDS AND CERTIFICATIONS

| S. No. | Certificate | Details | Validity |
|---|---|---|---|
| 1 | ISO 9001:2015 | Quality Management System | 26.05.2027 |
| 2 | ISO 14001:2015 | Environmental Management System | 11.09.2026 |
| 3 | ISO 45001:2018 | Occupational Health and Safety | 11.09.2026 |
| 4 | CENELEC | European Committee for Electrotechnical Standardization | Perpetual |

These certifications ensure that our manufacturing processes meet international standards for quality control and assurance, environmental management and sustainability, product safety and reliability, and manufacturing excellence and consistency. Our adherence to these standards helps us maintain high-quality production while meeting regulatory requirements and customer expectations.

## GEOGRAPHICAL BREAKUP OF SALES

State-wise sales breakdown (₹ in lakhs):

| State | FY 24-25 | | FY 23-24 | | FY 22-23 | |
|---|---|---|---|---|---|---|
| | Amount | % | Amount | % | Amount | % |
| Gujarat | 741.27 | 38.16 | 537.97 | 36.25% | 415.62 | 27.77% |
| Haryana | 12.51 | 0.64 | — | — | — | — |
| Madhya Pradesh | 7.57 | 0.39 | 25.15 | 1.69% | — | — |
| Maharashtra | 871.84 | 44.88 | 609.09 | 41.05% | 773.97 | 51.71% |
| Tamil Nadu | 82.11 | 4.23 | 47.7 | 3.21% | 104.75 | 7.00% |
| Telangana | 155.72 | 8.02 | 183.78 | 12.38% | 186.99 | 12.49% |
| Uttarakhand | - | - | 2.31 | 0.16% | — | — |
| Uttar Pradesh | 9.04 | 0.47 | 65.44 | 4.41% | 1.37 | 0.09% |
| West Bengal | 62.45 | 3.21 | 12.51 | 0.84% | 13.96 | 0.93% |
| **Grand Total** | **1,942.51** | **100%** | **1,483.94** | **100.00%** | **1,496.66** | **100.00%** |

**Region-wise sales breakdown (₹ in lakhs):**

| State | FY 24-25 | | FY 23-24 | | FY 22-23 | |
|---|---|---|---|---|---|---|
| | Amount | % | Amount | % | Amount | % |
| North | 21.55 | 0.39% | 67.75 | 4.57% | 1.37 | 0.09% |
| East | 62.45 | 3.22% | 12.51 | 0.84% | 13.96 | 0.93% |
| West | 1,613.11 | 1.11% | 1,147.06 | 77.30% | 1,189.59 | 79.48% |
| Central | 7.57 | 12.24% | 25.15 | 1.69% | — | — |
| South | 237.83 | 83.04% | 231.48 | 15.60% | 291.74 | 19.49% |
| **Grand Total** | **1,942.52** | **100.00%** | **1,483.94** | **100.00%** | **1,496.66** | **100.00%** |

**Export sales by continent (₹ in lakhs):**

| Continent | FY 24-25 | | FY 23-24 | | FY 22-23 | |
|---|---|---|---|---|---|---|
| | Amount | % | Amount | % | Amount | % |
| Asia | 1,942.52 | 65.80 | 1,487.69 | 65.71% | 1,496.66 | 62.79% |
| Europe | 4.40 | 0.15 | 60.23 | 2.66% | 50.02 | 2.10% |
| North America | 1,005.44 | 34.06 | 716.18 | 31.63% | 837.05 | 35.12% |
| **Grand Total** | **2,952.36** | **100.00%** | **2,264.10** | **100%** | **2,383.74** | **100%** |

**Export sales by country (₹ in lakhs):**

| Country | FY 24-25 | | FY 23-24 | | FY 22-23 | |
|---|---|---|---|---|---|---|
| | Amount | % | Amount | % | Amount | % |
| India | 1,942.52 | 65.80% | 1,483.94 | 65.54% | 1,496.66 | 62.79% |
| China | — | — | — | — | — | — |
| Vietnam | — | — | 3.75 | 0.17% | — | — |
| Germany | 3.91 | 0.13% | 31.66 | 1.40% | 17.81 | 0.75% |
| Italy | 0.50 | 0.02% | 0.41 | 0.02% | — | — |
| Switzerland | — | — | 28.16 | 1.24% | 32.22 | 1.35% |
| Mexico | 3.87 | 0.13% | — | — | 25.09 | 1.05% |
| USA | 1,001.57 | 33.92% | 716.18 | 31.63% | 811.96 | 34.06% |
| **Grand Total** | **2,952.36** | **100%** | **2,264.10** | **100%** | **2,383.74** | **100%** |

**INFRASTRUCTURE FACILITIES & PROPERTY DETAILS**

The Details of the Immovable properties taken on lease /rent/right to use basis are given below:

| Sl. No. | Name of Lessor | Name of Lessee | Address of Property | Usage Purpose | Rent per month (₹) | Tenure |
|---|---|---|---|---|---|---|
| 1 | Sushil Kumar Sharda | Swastika Castal Ltd. | 117-A, Chittranjan Avenue, Kolkata – 700073, West Bengal, India | Registered Office | Rent free accomodation | 33 Months |

| Sl. No. | Name of Lessor | Name of Lessee | Address of Property | Usage Purpose | Rent per month (₹) | Tenure |
|---|---|---|---|---|---|---|
| 2 | Rajesh Kumar Chittlangia | Swastika Castal Ltd. | 306, Tower A, Mayfair Corporate Park, Kalali, Vadodara, Gujarat-390012, India | Corporate Office | Rs 5,000 | 36 Months |

The details of the immovable property owned by our company are given below:

| Sl. No. | Name of Seller | Address of property | Description (purpose & area) | Consideration Amount (in ₹) | Date of Signing of Deed |
|---|---|---|---|---|---|
| 1. | 1.Bipinbhai Shantilal Bhatt<br>2. Rajesh Shantilal Bhatt<br>3. Vidhyaben Shantilal Bhatt | Block-535, Vemardi Road, Vill – Kandri, Taluka – Karjan, Vadodara – 391210, Gujarat, India | Manufacturing facility | 5,32,500 | February 20, 1997 |

**Power:**

The details of Power Facilities have been provided below:

| Power Provider | State | Facilities Served |
|---|---|---|
| Calcutta Electric Supply Corporation Limited | West Bengal | Head Office |
| Madhya Gujarat Vij Company Limited (MGVCL) | Gujarat | Manufacturing Facility |
| Madhya Gujarat Vij Company Limited (MGVCL) | Gujarat | Corporate Office |

*Note: The power supply is described as "adequate" for our operations.*

**Water:**

Key details about water usage and procurement from the company's facilities:

Water uses:

- Production purposes
- Drinking
- Sanitation

**Water supply details:**

Provider: Borewell Facility

Location considerations:

- State: Gujarat

We confirm that we have sufficient water resources.

**PLANT AND MACHINERY**

The tables below set forth the List of Machines used at our production facilities along with it's uses have been mentioned below:

| Sr. No | Name of Machines | Usage |
|---|---|---|
| 1 | Oil Fired Bale out Furnace | Melting |
| 2 | Mobile Degassing Machine | Degassing |
| 3 | Nitrogen gas Cylinder | Degassing |
| 4 | Core sand mixing m/c | Sand core preparation |
| 5 | CO2 gas Cylinder | Sand core preparation |
| 6 | Band saw m/c | Cutting |
| 7 | 4" Straight Grinder | Finishing of Casting |
| 8 | 6" Straight Grinder | Finishing of Casting |
| 9 | Die Grinder | Finishing of Casting |
| 10 | Angle Grinder | Finishing of Casting |
| 11 | welding m/c | Welding |
| 12 | Flexible grinder | Finishing of Casting |
| 13 | IR Air compressor | Spraying & Cleaning |
| 14 | Over head Crane | Weight lifting |
| 15 | Solution sing F/c | Heat treatment |
| 16 | Precipitation F/c | Heat treatment |
| 17 | Timer | Time measurement |
| 18 | Lathe m/c 6' | Cutting & Finishing |
| 19 | Lathe m/c 8' | Cutting & Finishing |
| 20 | Lathe m/c10' | Cutting & Finishing |
| 21 | Radial Drill m/c 40 m/m | Preparing holes |
| 22 | Weighing Scale-300 Kg. cap. | Weight of material |
| 23 | Diesel generating set 82.5 KVA/200 KVA | Power generation |
| 24 | Blasting m/c | Cleaning of surface |
| 25 | Compressor (IR), Type UPS | Inside cleaning of casting |
| 26 | Spectra scan Spectrometer | Testing |
| 27 | Tensile Testing m/c | Strength test |
| 28 | Hardness Testing m/c | Hardness |
| 29 | Portable Hardness Tester | Hardness |
| 30 | Density Check Machine | Density of metal |
| 31 | Hydraulic Machines | Production |
| 32 | HDU Machine (Foseco) | Degassing |
| 33 | Spectra machine (VAS) | Testing |
| 34 | Electrical Bale out Furnace-300 kgs. Cap. | Melting |

| Sr. No | Name of Machines | Usage |
|---|---|---|
| 35 | Leak Detecting Machine | Leak test |
| 36 | Electrical Bale out Furnace-500 kgs. Cap | Melting |
| 37 | Band saw machine | Cutting of metal |

## PRODUCTION FACILITY AND CAPACITY UTILIZATION

The tables below show the installed capacity and utilization of our production facilities for the fiscal years ended 2025, 2024 and 2023.

| Sr No. | Process | UOM | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|---|---|
| ***Main Process*** | | | | | |
| **1** | ***Foundry*** | | | | |
| | Total Capacity | MT | 1200.00 | 1200.00 | 1200.00 |
| | Total Utilised | MT | 687.00 | 562.09 | 639.57 |
| | Utilization % | MT | 57.25% | 46.84% | 53.30% |
| ***Sub Process*** | | | | | |
| **2** | ***Helium Testing*** | | | | |
| | Total Capacity | Nos | 26,052.00 | 22,032.00 | 19,620.00 |
| | Total Utilised | Nos | 24,945.00 | 15,554.00 | 12,406.00 |
| | Utilization % | Nos | 95.75% | 70.60% | 63.23% |
| **3** | ***CNC Machining (outsourced)*** | | | | |
| | Total Capacity | Nos | 53,652.00 | 53,652.00 | 52,074.00 |
| | Total Utilised | Nos | 52,273.00 | 39,083.00 | 44,359.00 |
| | Utilization % | Nos | 97.43% | 72.85% | 85.18% |

*Note: As certified by Kirtesh Kumar G Shah, independent chartered engineer vide certificate dated July 05, 2025.*

## INVENTORY MANAGEMENT STRATEGY

Swastika Castal Ltd. employs a comprehensive inventory management strategy to ensure production efficiency, cost-effectiveness, and uninterrupted operations. Below is an analysis of their key approaches:

### Bulk Procurement Approach

- **Fewer Shipments**: The company adopts a bulk procurement strategy, reducing transportation costs by minimizing the frequency of shipments.
- **Optimized Storage**: By purchasing materials in bulk, the company lowers overhead costs associated with frequent ordering and storage inefficiencies.
- **Uninterrupted Supply**: Bulk procurement ensures a consistent supply of raw materials, preventing production delays caused by material shortages.
- **Competitive Pricing**: Cost savings achieved through bulk purchases allow the company to secure competitive pricing for its end products.

**Supply Chain Risk Management**

- **Supplier Diversification**: Swastika Castal Ltd. mitigates supply chain risks by maintaining a diversified base of suppliers, reducing dependency on a single source.
- **Long-Term Fixed Price Contracts**: The company enters into long-term contracts with suppliers to stabilize raw material costs and shield itself from price fluctuations.
- **Backup Suppliers**: Alternative suppliers are identified and maintained to ensure continuity during unforeseen disruptions.
- **Continuous Monitoring**: The company actively monitors its supply chain to promptly address potential risks and maintain operational flow.

**Storage Facility Features**

- **Strategic Stock Placement**: Materials are strategically placed within storage facilities to streamline retrieval and minimize handling time.
- **Dedicated Finished Product Areas**: Specific zones are allocated for storing finished products, ensuring easy access for packaging and shipping.

**Inventory Optimization**

- **Supply Buffer for Critical Materials**: The company maintains a safety stock of critical raw materials to mitigate supply chain disruptions and ensure uninterrupted operations.
- **Balanced Inventory Turnover**: Swastika Castal Ltd. carefully monitors inventory turnover to avoid overstocking or stockouts, balancing operational needs with cost efficiency.
- **Demand Forecasting**: Advanced forecasting techniques are employed to align inventory levels with market demand, optimizing stock and minimizing waste.
- **Hybrid Just-in-Case Strategy**: A hybrid approach is adopted, blending just-in-case inventory practices for critical materials with lean practices for less critical items.

**INSURANCE POLICIES**

Presently, our company has following Insurance Policies:

| Sl. No. | Insurance company | Policy number | Name of insured/proposer | Period of insurance | Details | Sum assured (₹) |
|---|---|---|---|---|---|---|
| 1 | SBI General Insurance | 42765839 | Swastika Castal Limited | 28-03-2025 to 27-03-2026 | Stock Insurance | 18,50,00,000 |
| 2 | SBI General Insurance | 42759111 | Swastika Castal Limited | 28-03-2025 to 27-03-2026 | Property Insurance | 9,00,00,000 |
| 3 | SBI General Insurance | 42706129 | Swastika Castal Limited | 11-03-2025 to 10-03-2026 | Employee Insurance | Medical Expenses of upto 100,000 Per Person |
| 4 | Zuno Pricate Car Package Insuarnce | 900769126 | Swastika Castal Limited | 05-12-2024 to 04-12-2025 | Vehicle Insurance | 6,34,203 |
| 5 | Tata AIG Insurance | 62038204660000 | Swastika Castal Limited | 30-09-2024 to 29-09-2025 | Vehicle Insurance | 11,07,750 |
| 6 | HDFC Ergo General Insurance Company Limited | 2302206900153000000 | Swastika Castal Limited | 25-10-2024 to 24-10-2027 | Vehicle Insurance | 28,76,070 |

## KEY PERFORMANCE INDICATORS

The table below presents Key Performance Indicators (KPIs) for the Financial Year ended March 31, 2025, March 31, 2024 and March 31, 2023.

*(₹ in lakhs except percentages and ratios)*

| Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| Revenue from Operations | 2,966.12 | 2,277.24 | 2,401.09 |
| EBITDA | 513.57 | 247.69 | 232.76 |
| EBITDA margin | 17.31% | 10.88% | 9.69% |
| Restated profit for the year | 263.49 | 64.98 | 58.47 |
| Restated profit for the year as % of Revenue (PAT margin) | 8.88% | 2.85% | 2.44% |
| Capital employed | 1,066.98 | 803.49 | 738.51 |
| ROE | 28.17% | 8.43% | 8.24% |
| ROCE | 32.74% | 14.75% | 14.62% |
| Debt-to-Equity ratio | 0.85 | 1.12 | 1.30 |

[*]***As certified by the Statutory Auditor vide their certificate dated July 07, 2025.***

**Explanation for the Key Performance Indicators**

1. *Revenue from Operations represents the revenue from sale of service & product & other operating revenue of our Company as recognized in the Restated financial information.*
2. *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation, and amortization expense.*
3. *EBITDA margin is calculated as EBITDA as a percentage of total revenue.*
4. *Net Profit for the year/period represents the restated profits of our Company after deducting all expenses.*
5. *PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from Operations.*
6. *Return on net worth is calculated as Net profit after tax, as restated, attributable to the owners of the Company for the year/ period divided by Average Net worth (average total equity). Average total equity means the average of the aggregate value of the paid-up share capital and other equity of the current and previous financial year/period.*
7. *Return on capital employed calculated as Earnings before interest and taxes divided by average capital employed (average capital employed calculated as average of the aggregate value of total equity, total debt and deferred tax liabilities of the current and previous financial year/period).*
8. *Debt to equity ratio is calculated by dividing the debt by net worth*
9. *Book Value per Share is calculated as net worth divided by no. of Equity Shares*

## TECHNICAL EXPERTISE AND LEADERSHIP

Swastika Castal Ltd. benefits from the extensive expertise and leadership of its promoters and senior management team, which has been instrumental in establishing the company as a prominent player in the aluminum casting and manufacturing industry.

**Expertise of Promoter:**

**Varun Sharda**: With 18 years of experience in the aluminum casting and manufacturing sector, Mr. Varun Sharda has led strategic initiatives focused on technological advancements and market expansion, particularly in international markets such as Europe, and the U.S.A.

## TECHNICAL EXPERTISE OF SENIOR MANAGEMENT

The senior management team at Swastika Castal Ltd. brings diverse technical expertise across key business functions:

- **Design and Engineering**: Expertise in designing complex components using advanced technologies such as CNC machining and precision casting processes.
- **Testing and Quality Assurance**: Skilled in utilizing state-of-the-art testing facilities, including chemical and physical testing labs, to ensure compliance with international standards.

- **Operations**: Proficient in managing diverse casting processes like sand casting, gravity casting, centrifugal casting, and pressure die casting, ensuring operational efficiency and high-quality output.
- **Finance**: Experienced in financial planning and resource allocation, supporting the company's expansion and investment in advanced technologies.
- **Sales and Marketing**: Adept at building long-term customer relationships and expanding the company's market presence both domestically and internationally.

**HUMAN RESOURCES**

Total strength of manpower as on date of this Prospectus:
Category wise details are as under:

| S. No. | Department | No. of Employees in Company | Contractual Employees | Total |
|---|---|---|---|---|
| 1 | Directors, KMPs and Senior Personnel | 6 | - | 6 |
| **2** | HR Department | 1 | - | 1 |
| **3** | Marketing | 1 | - | 1 |
| **4** | Finance & Accounts | 1 | - | 1 |
| **5** | Office | 2 | - | 2 |
| **6** | Development | 2 | - | 2 |
| **7** | Quality Department | 4 | - | 4 |
| **8** | Purchase | 1 | - | 1 |
| **9** | Quality Control Lab | 1 | - | 1 |
| **10** | Foundry Head | 1 | - | 1 |
| **11** | Foundry Supervisor | 1 | - | 1 |
| **12** | Foundry Workers | 4 | 18 | 22 |
| **13** | Filling & Fettling | 1 | 2 | 3 |
| **14** | Packing & Despatch | 2 | 15 | 17 |
| **15** | Testing Department | 1 | 6 | 7 |
| **16** | Electrical & Maintenance | 2 | - | 2 |
| **17** | Security & Supervisor Guard | - | 7 | 7 |
| **Total** | | **31** | **48** | **79** |

**FINANCIAL INDEBTEDNESS**

The details of facilities availed from banks are as follows. For more details of other indebtedness, please refer to the "Restated Financials Information" beginning from page no. 193 of the Prospectus.
Our Company obtains loans and facilities in the ordinary course of business to meet working capital needs, fund capital expenditure, and fulfill other business requirements. For details about our Board's borrowing powers, please see "*Our Management – Borrowing Powers*" on page no. 169.
Our Company has secured all necessary consents under the relevant financing documentation to undertake Issue-related activities, including the dilution of current shareholding of our Promoters and promoter group members, business expansion, and changes to our capital structure and shareholding pattern.

**SECURED BORROWINGS**

Certification of outstanding borrowings

- Certifying Chartered Accountant: O.P. Rathi & Co.

- Date of Certification: July 07, 2025

| Sl. No. | Charge Holder Name | Date of Creation | Modification | Amount against which Charge Created (₹) |
|---|---|---|---|---|
| 1 | HDFC Bank Limited, Mumbai | 17/10/2024 | - | 29,81,858 |
| 2 | HDFC Bank Limited, Mumbai | 01/12/2022 | - | 15,77,000 |
| 3 | Axis Bank Limited, Vadodara | 22/06/2018 | 27/06/2024 | 10,37,00,000 |
| 4 | Axis Bank Limited, Vadodara | 22/12/2017 | 24/03/2025 | 10,37,00,000 |

For details regarding our Company's financial indebtedness, please refer to "*Restated Financial Information – Note 16 - Borrowings*" on page no. 193.

**WORKING CAPITAL FACILITIES - CASH CREDIT**

| Name of Lender | Category | Sanctioned Amount (₹ in lakhs) | Rate of Interest | Primary and Collateral Security | Amount Outstanding as on March 31, 2025 (₹ in lakhs) |
|---|---|---|---|---|---|
| Axis Bank | Cash Credit | 610.00 | 9.75% | (i) Primary Security:<br>Entire current assets, both present & future<br><br>(ii) Collateral security:<br>Extension of charges by way of equitable mortagage on following property:<br>Industrial property situated at Block No. 535, Vermadi Road, Village Kandari, Taluka-Karjan, Vadodara- 391210 standing in the name of the Company.<br><br>(iii)Personal guarantee of:<br>1. Varun Sharda<br>2. Indra Sharda<br>3. Anuj Sharda<br>4. Varsha Sharda | 599.05 |
| Axis Bank | PCFC Facility (sub-limit of CC) | 200.00 | For Rupee Repo+3.25% & for FC SOFR+250 Bps | (i) Export bills with title to the goods endorsed in favour of bank<br><br>(ii) Collateral security:<br>Extension of charges by way of equitable mortagage on following property:<br>Industrial property situated at Block No. 535, Vermadi Road, Village Kandari, Taluka-Karjan, Vadodara- 391210 standing in the name of the Company.<br><br>(iii)Personal guarantee of:<br>1. Varun Sharda<br>2. Indra Sharda<br>3. Anuj Sharda<br>4. Varsha Sharda | 62.61 |
| **Total** | | **810.00** | | | **661.66** |

**VEHICLE AND ASSET LOANS**

| Sl. No. | Name of Lender | Sanctioned Amount (₹ in lakhs) | Rate of Interest (%) | Amount Outstanding as on March 31, 2025 (₹ in lakhs) |
|---|---|---|---|---|
| 1 | HDFC Bank | 15.77 | 8.62% | 9.49 |
| 2 | HDFC Bank | 29.82 | 9.04% | 27.81 |
| 3 | Yes Bank | 9.73 | 10.75% | 4.71 |
| **Total** | | **55.32** | | **42.01** |

**UNSECURED BORROWINGS**

| Sl. No. | Name of Lender | Sanctioned Amount* (₹ in lakhs)* | Rate of Interest | Repayment Terms | Amount Outstanding as on March 31, 2025 (₹ in lakhs) |
|---|---|---|---|---|---|
| 1 | Bajaj Finance Limited | 43.69 | 17.00% | 60 Months | 43.79* |
| 2 | Anuj Sharda | NA | 8.00% | Repayments till December 2025.Extension possible if mutually agreed | 9.60 |
| 3 | Indra Sharda | NA | 8.00% | Repayments till December 2026.Extension possible if mutually agreed | 31.54 |
| 4 | Sanath Sharda | NA | 8.00% | Repayments till December 2026.Extension possible if mutually agreed | 5.48 |
| 5 | Varun Sharda | NA | 8.00% | Repayments till December 2026.Extension possible if mutually agreed | 2.56 |
| 6 | Delicate Goods Pvt Ltd. | NA | 8.00% | Repayments till December 2025.Extension possible if mutually agreed | 25.00 |
| 7 | Suparshvamati Mercantiles Pvt Ltd | NA | 14.00% | Repayments till December 2025.Extension possible if mutually agreed | 10.42 |
| 8 | Swastik Prescast Pvt Ltd. | NA | 12.00% | Repayments till December 2025.Extension possible if mutually agreed | 16.00 |
| **Total** | | | | | **144.39** |

** The difference between the sanctioned amount and the outstanding amount is caused by an entry that has not yet been posted.*

## KEY REGULATIONS AND POLICIES IN INDIA

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business and operations in India. The information detailed in this chapter 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 and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The statements produced below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions.*

*The business of our Company requires, at various stages, the sanctions, approvals, licenses, registrations, etc. from the concerned authorities, under the relevant Central, State legislation and local bye-laws which regulate substantive and procedural aspects of the business. The following is an overview of the important laws, regulations and policies which are relevant to our business in India. Certain information detailed in this chapter has been obtained from publications available in the public domain. The description of law, regulations and policies set out below are not exhaustive, and are only intended to provide general information to applicants and is neither designed nor intended to be a substitute for professional legal advice. For details of Government and Other Approvals obtained by the Company in compliance with these regulations, see the Chapter titled* ***"Government and Other Approval"*** *beginning on page 237 of this Prospectus. Set forth is an overview of some of the important laws, policies and regulations* which *are generally adhered to by the industry that we operate in.*

### BUSINESS / TRADE RELATED LAWS / REGULATIONS

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

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

**The Bureau of Indian Standards Act, 2016 ("BIS Act") and Bureau of Indian Standards Rules, 2018 and amendments thereto**

The BIS Act and rules made thereunder establishes, publishes, and regulates national standards to ensure conformity assessment, standardization, and quality assurance of goods, articles, processes, systems, and services. The BIS Act empowers the Bureau of Indian Standards to inspect and monitor the quality of goods and materials to ensure conformity with the BIS Act. In furtherance of such powers, the officials may inspect the premises for evaluating a manufacturer's compliance with use of standard marks. The BIS Act also enables the central government to appoint any authority to verify the conformity of products and services to a standard and issue certificate of conformity. Further, the BIS Act sets out inter alia, liability for use of standard mark on products that do not conform to the relevant Indian Standard. Under the BIS Act, such products may be recalled from the market.

**The Aluminium and Aluminium Alloys (Quality Control) Order, 2023**

The Aluminium and Aluminium Alloys (Quality Control) Order, 2023, issued by the Ministry of Mines, is designed to regulate the quality of aluminium products in India. This order became effective three months after its publication on August 31, 2023, meaning it came into force on November 30, 2023. It applies to a range of goods,

including aluminium and aluminium alloy ingots and castings, high purity primary aluminium ingot, aluminium alloy ingots for bearings, primary aluminium ingots for remelting, and aluminium ingots, billets, and wire bars (EC grade). These products must conform to specified Indian Standards (IS) such as IS 617:1994, IS 11890:1987, IS 6754:1972, IS 2590:1987, and IS 4026:2023. The Bureau of Indian Standards (BIS) acts as the certifying and enforcing authority, requiring products to bear the Standard Mark under a valid BIS license. Notably, this order does not apply to goods intended for export, providing an exemption for products meant for international markets.

The primary purpose of this order is to ensure that both domestic and imported aluminium products meet quality standards, thereby preventing the entry of sub-standard products and promoting fair trade practices. This initiative aligns with broader efforts to enhance the quality and reliability of materials used in various industries, ultimately benefiting consumers and manufacturers alike. Additionally, there is another order, the Aluminium and Aluminium Alloy Products (Quality Control) Order, 2023, issued by the Ministry of Commerce and Industry, which also aims to regulate aluminium products but has a different implementation timeline and scope. This order was initially set to come into effect six months after its publication in September 2023 but has seen extensions with varying implementation dates for different types of enterprises.

**The Occupational Safety, Health & Working Conditions (Gujarat) Rules, 2021**

The Occupational Safety, Health & Working Conditions (Gujarat) Rules, 2021, aim to ensure the safety, health, and well-being of workers in the state of Gujarat, India. These rules provide comprehensive guidelines for various aspects of workplace safety and health, including but not limited to, safety measures, welfare facilities, working hours, and conditions of employment. They cover a wide range of industries and workplaces, emphasizing the importance of implementing measures to prevent accidents, injuries, and occupational diseases. The rules outline specific requirements for employers regarding the provision of adequate safety equipment, training programs, medical facilities, and emergency response protocols. Additionally, they establish mechanisms for monitoring and enforcing compliance with these regulations to safeguard the rights and interests of workers across different sectors in Gujarat.

**The Gujarat Panchayats Act, 1993**

The Gujarat Panchayats Act, 1993, is a legislative framework established to govern the Panchayati Raj institutions in the state of Gujarat, India. This Act aims to promote local self-governance by constituting and empowering panchayats at the village, intermediate, and district levels. It delineates the powers, functions, and responsibilities of these bodies, enabling them to function as units of self-government and implement development programs, manage resources, and address local issues. The Act includes provisions for the election of members, financial management, administrative functions, and the relationship between various levels of panchayats to ensure effective decentralized governance.

**The Gujarat Industrial Policy 2020**

The Gujarat Industrial Policy 2020 is designed to propel the state into a leading position in industrial development, fostering an ecosystem conducive to sustainable economic growth and job creation. The policy aims to attract large-scale investments through various incentives and support mechanisms, including capital subsidies, tax exemptions, and interest subsidies, particularly targeting sectors like manufacturing, renewable energy, and emerging technologies. It emphasizes the promotion of micro, small, and medium enterprises (MSMEs) with specific benefits and support structures to enhance their competitiveness. Additionally, the policy focuses on creating robust infrastructure, encouraging innovation, and promoting skill development to align with global standards. The Gujarat Industrial Policy 2020 also seeks to enhance the ease of doing business through streamlined regulatory frameworks and a single window clearance system, ensuring a business-friendly environment to attract both domestic and international investors.

**Sale of Goods Act, 1930**

The Sale of Goods Act, 1930 (the "*Sale of Goods Act*") governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract for sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for the sale of goods

**Legal Entity Identifier (LEI) for Large Value Transactions in Centralised Payment Systems**

The Legal Entity Identifier (LEI) is a 20-character alpha-numeric code used to uniquely identify parties to financial transactions worldwide. It has been implemented to improve the quality and accuracy of financial data reporting systems for better risk management. It is used to create a global reference data system that uniquely identifies every legal entity in any jurisdiction that is party to a financial transaction.

## CORPORATE AND COMMERCIAL LAWS

**The Companies Act, 2013**

The Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entities as companies. The Act provides regulatory and compliance mechanisms regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law lays down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

**Competition Act, 2002**

The Competition Act, 2002 came into effect on June 1, 2011 and has been enacted to "prohibit anti- competitive agreements, abuse of dominant positions by enterprises" and regulate "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

**Indian Contract Act, 1872**

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of contract and effects of breach of a contract. The Act consists of limiting factors subject to which a contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which a promise made by the parties to a contract shall be legally binding on them.

**The Consumer Protection Act, 2019**

The Consumer Protection Act provides better protection to the interests of consumers. This is enabled with the establishment of consumer councils and other authorities for the settlement of consumers' disputes and matters connected therewith. The Consumer Protection Act protects the consumers against any unfair/restrictive trade practice that has been adopted by any trader or service provider or if the goods purchased by him suffer from any defect or deficiency. In case of consumer disputes, the same can be referred to the redressed forums set up under the Act.

**Negotiable Instruments Act, 1881**

In India, any negotiable instruments such as cheques are governed by this Act, Section 138 of the Act, makes dishonor of cheques a criminal offence if the cheque is dishonored on the ground of insufficiency of funds in the account maintained by a person who draws the Cheque which is punishable with imprisonment as well as fine.

**The Registration Act, 1908 ("Registration Act")**

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

**Indian Stamp Act, 1899 (the "Stamp Act")**

Under the Indian Stamp Act, 1899 (the "Stamp Act") stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. Instruments chargeable to duty under the Stamp Act, which are not duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

**The Arbitration and Conciliation Act, 1996**

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

**EMPLOYMENT AND LABOUR LAWS**

**The Code on Wages, 2019 (the "Code")**

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (I) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees' and allows the Central Government to set a minimum statutory wage**.**

The four existing laws are as follows:

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

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them.

The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made thereunder.

- **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- **The Payment of Bonus Act, 1965 (the "PoB Act")**

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

- **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or

work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

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

The Occupational Safety, Health and Working Conditions Code, 2020 consolidates and amends the laws regulating the occupational safety, health and working conditions of persons employed in establishments. It subsumes 13 existing labor laws, including the following which is relevant to the company:

- **The Factories Act, 1948**

  The Factories Act of 1948 is a comprehensive legislation in India aimed at regulating labor conditions in factories. It mandates health, safety, and welfare measures for workers, including provisions for clean drinking water, lighting, ventilation, and sanitation. The Act enforces strict safety regulations to prevent industrial accidents and occupational diseases, requiring regular maintenance of machinery and safety training for workers. It also limits working hours, mandates rest intervals, and specifies minimum age limits for employment to protect children. The Act requires factories to be registered and inspected regularly to ensure compliance, and it establishes a framework for addressing grievances and disputes related to worker conditions and rights.

- **The Contract Labour (Regulation and Abolition) Act, 1970**

  The Contract Labour (Regulation and Abolition) Act, 1970 aims to regulate the employment of contract labor in various industries and abolish it in certain circumstances. The Act requires employers to provide equal pay and benefits to contract workers and mandates the registration of establishments employing contract labor. It also outlines the conditions under which contract labor can be employed and provides for the welfare of such workers. The Act seeks to prevent exploitation and ensure fair treatment of contract laborers in the workforce.

- **The Motor Transport Workers Act, 1961**

  The Motor Transport Workers Act, 1961 governs the working conditions of motor transport workers, including drivers and helpers. It establishes provisions for working hours, wages, and safety measures for transport workers. The Act mandates the registration of transport undertakings and requires employers to provide adequate facilities for workers, such as rest areas and medical care. It aims to protect the rights and welfare of motor transport workers and ensure their working conditions are safe and fair.

- **The Sales Promotion Employees (Conditions of Service) Act, 1976**

This Act regulates the conditions of service for sales promotion employees, ensuring their rights to fair wages, working hours, and benefits. It mandates the provision of a written contract outlining the terms of employment and establishes guidelines for termination and severance. The Act aims to protect the interests of sales promotion employees and ensure they work under fair and equitable conditions.

**Industrial Relations Code, 2020**

The Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. Currently the laws are as follows:

- **Industrial Disputes Act, 1947**

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a lab or court, tribunal, or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workers. The ID Act further provides for direct access for the workers to labour courts or tribunals in case of individual disputes and provided for the constitution of grievance settlement machineries in any establishment having twenty or more workers.

- **Trade Unions Act, 1926**

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

- **Industrial Employment (Standing Orders) Act, 1946 (the "Standing Orders")**

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimalize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within an industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressed for workmen in different.

**Code on Social Security, 2020**

The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The laws that the code shall subsume, are currently as follows –

- **Employee's Compensation Act, 1923**

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees' Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees' Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/serious bodily injury.

- **Employee's State Insurance Act, 1948**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

- **Employee's Provident Fund and Miscellaneous Provisions Act, 1952**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

- **Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law

for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

- **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

**The Employees' Pension Scheme, 1995**

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

**Employees' Deposit Linked Insurance Scheme, 1976**

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to the Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

**The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) Act, 2013 (the "Act")**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organizing awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

**Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")**

The "CLPR Act" seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

**Fire Prevention Laws and The National Building Code of India, 2016**

State governments have enacted laws that provide for fire prevention and life safety. Such laws may be applicable to our offices and Training Centres and include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance. the National Building Code (NBC) promulgates legal provisions governing the safety of individuals within specific categories of structures, encompassing public, residential, industrial buildings and others as stated within categories provided therein. These provisions encompass a wide array of critical aspects, including but not limited to fire safety, disaster management and precautions, as well as accessibility.

**Certain other laws and regulations that may be applicable to our Company, include the following:**

**• Public Liability Insurance Act, 1991 ("PLI Act")**

The Public Liability Insurance Act of 1991 is an Indian legislation aimed at providing compensation to victims of accidents occurring while handling hazardous substances. It mandates that industries dealing with such substances must have insurance coverage to compensate for any damages or injuries caused to the public. The Act sets out the requirements for liability insurance and the procedures for claims and compensation. It aims to ensure that businesses take responsibility for potential harm caused by their operations and provides a mechanism for affected parties to seek redress.

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

The Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979, aims to regulate the employment and conditions of service of inter-state migrant workers in India. It requires employers to register such workers, maintain records of their employment, and ensure certain minimum conditions of work and amenities for them. The Act also provides for the licensing of contractors who recruit or employ inter-state migrant workers and imposes obligations on them regarding the payment of wages, provision of facilities, and ensuring the workers' welfare. The Act seeks to protect the rights and interests of inter-state migrant workers and prevent their exploitation.

**• Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)**

The Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) is a key piece of legislation in India designed to regulate the employment of contract labour in certain establishments and to provide for its abolition under specific circumstances. The Act aims to ensure fair wages, proper working conditions, and to prevent exploitation by stipulating the licensing of contractors and the registration of principal employers. Complementing the CLRA, the Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules) provide detailed procedures and guidelines for the implementation of the Act. These rules outline the responsibilities of contractors and principal employers, including the provision of essential amenities and welfare measures for contract laborers, thereby reinforcing the regulatory framework established by the CLRA.

**ENVIRONMENT RELATED LAWS**

**Environment Protection Act, 1986 and Environment (Protection) Rules, 1986**

The Environmental Protection Act, 1986 is an "umbrella"; legislation designed to provide a framework for coordination of the activities of various central and state authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

**The Environmental Impact Assessment Notification, 2006 (the "Notification")**

As per the Notification, any construction of new projects or activities or the expansion or modernisation of existing projects or activities as listed in the Schedule attached to the notification entailing capacity addition with change in process and or technology can be undertaken only after the prior environmental clearance from the Central Government or as the case may be, by the State Level Environment Impact Assessment Authority, duly constituted

by the Central government under the provisions of the Environment (Protection) Act, 1986, in accordance with the procedure specified in the notification. The environmental clearance process for new projects comprises of four stages viz. screening, scoping, public consultation and appraisal. However, in 2016, MoEF issued a notification for integrating standard and objectively monitorable environmental conditions with building permissions for buildings of different sizes with rigorous monitoring mechanism for implementation of environmental concerns and obligations in building projects. This is in line with the objective of the Central Government to streamline the permissions for buildings and construction sector so that affordable housing can be provided to weaker sections in urban area under the scheme 'Housing for All by 2022'and is proposing to remove the requirement of seeking a separate environment clearance from the MoEF for individual buildings having a total build up area between 5,000 square metre and 150,000 square metre, apart from adhering to the relevant bylaws of the concerned State authorities.

**The Water (Prevention and Control of pollution) Act, 1974 (the "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, who is empowered to establish standards and conditions that are required to be complied with.

**The Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")**

The Air (Prevention and Control of Pollution) Act, 1981 has been enacted to provide for the prevention, control and abatement of air pollution. 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. 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 Noise Pollution (Regulation & Control) Rules 2000 ("Noise Regulation Rules")**

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act, 1986.

**The Municipal Solid Wastes (Management and Handling) Rules, 2000 ("Waste Management Rules, 2000") as superseded by Solid Waste Management Rules, 2016 ("Waste Management Rules, 2016")**

The Waste Management Rules, 2000 applied to every municipal authority responsible for collection, segregation, storage, transportation, processing and disposal of municipal solid wastes. Any municipal solid waste generated in a city or a town, was required to be managed and handled in accordance with the compliance criteria and the procedure laid down in Schedule II of the Waste Management Rules, 2000. The Waste Management Rules, 2000 make the persons or establishments generating municipal solid wastes responsible for ensuring delivery of wastes in accordance with the collection and segregation system as notified by the municipal authority. The Waste Management Rules, 2000 have been superseded by the Waste Management Rules, 2016 which stipulate various duties of waste generators which, inter alia, include segregation and storage of waste generated by them in the manner prescribed in the Waste Management Rules, 2016; separate storage of construction and demolition waste and payment of user fee for solid waste management as specified in the bye-laws of the local bodies.

**Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 ("Hazardous Wastes Rules")**

The Hazardous Wastes Rules impose an obligation on every occupier of an establishment generating hazardous waste to recycle or reprocess or reuse such wastes in a registered recycler or to dispose of such hazardous wastes in an authorized disposal facility. Every person engaged, inter alia, in the generation, processing, treatment,

package, storage and destruction of hazardous waste is required to obtain an authorization from the relevant state PCB for collecting, recycling, reprocessing, disposing, storing and treating the hazardous waste.

**Hazardous and Other Wastes (Management and Tran boundary Movement) Rules, 2016 ("Hazardous Waste Rules")**

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. The term "hazardous waste" has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an "occupier". Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

**National Environmental Policy, 2006**

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy: —

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

**National Green Tribunal Act, 2010**

The NGT Act is an act under which the National Green Tribunal ("NGT") has been constituted for the effective and expeditious disposal of cases relating to environmental protection and conservation of forests and other natural resources including enforcement of any legal right relating to environment and giving relief and compensation for damages to persons and property and for matters connected therewith or incidental thereto. The Tribunal's jurisdiction in environmental matters shall provide speedy environmental justice and help reduce the burden of litigation in the higher courts. The Tribunal shall not be bound by the procedure laid down under the Code of Civil Procedure, 1908, but shall be guided by principles of natural justice. The tribunal is mandated to make and endeavour for disposal of applications or appeals finally within 6 months of filing of the same. Initially, the NGT is proposed to be set up at five places of sittings and will follow circuit procedure for making itself more accessible; New Delhi is the Principal Place of Sitting of the Tribunal and Bhopal, Pune, Kolkata, Allahabad and Chennai shall be the other place of sitting of the Tribunal.

**TAX RELATED LEGISLATIONS**

**Goods and Service Tax (GST)**

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would

be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise– goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

**Integrated Goods and Service Tax Act, 2017**

Integrated Goods and Services Tax Act, 2017 ("IGST Act") is a Central Act enacted to levy tax on the supply of any goods and/ or services in the course of inter-State trade or commerce. IGST is levied and collected by Centre on interstate supplies. The IGST Act sets out the rules for determination of the place of supply of goods. Where the supply involves movement of goods, the place of supply shall be the location of goods at the time at which the movement of goods terminates for delivery to the recipient. The IGST Act also provides for determination of place of supply of service where both supplier and recipient are located in India or where supplier or recipient is located outside India. The provisions relating to assessment, audit, valuation, time of supply, invoice, accounts, records, adjudication, appeal etc. given under the CGST Act are applicable to IGST Act. Further, the Company is also governed by the Maharashtra Goods and Services Tax Act, 2017for levy and collection of tax on intra-State supply of goods and services or both.

Further, the Company is also governed by the Odisha Goods and Services Tax Act, 2017 for levy and collection of tax on intra-State supply of goods and services or both.

**Customs Act, 1962 and the Customs Tariff Act, 1975**

The provisions of the Customs Act, 1962 and Rules made there under are applicable at the time of import of goods into India from a place outside India or at the time of export of goods out of India to a place outside India. Any company requiring to import or export any goods is required to get itself registered under this Act and obtain an IEC (Importer Exporter Code). The Customs Tariff Act, 1975 provides the rates at which duties of customs will be levied under the Customs Act, 1962.

**The Income Tax Act, 1961**

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

**The Central Sales Tax (Registration and Turnover) Rules, 1957**

The Central Sales Tax (Registration and Turnover) Rules, 1957, are a set of regulations formulated under the Central Sales Tax Act, 1956, to govern inter-state sales in India. These rules mandate that dealers engaging in inter-state sales must register under the Act. The calculation of turnover is typically aligned with the financial year, although for certain dealers not liable under state sales tax laws, it is determined on a quarterly basis, ending on June 30, September 30, December 31, and March 31. The rules also specify the use of forms like 'C' and 'F' for claiming exemptions or concessions, such as purchasing goods at a lower rate for resale or use in manufacturing, or transferring goods between branches without involving a sale. Additionally, dealers are required to submit returns in the prescribed forms and maintain detailed records of declarations and certificates received from other dealers. Overall, these rules are crucial for ensuring compliance with the Central Sales Tax Act and facilitating smooth inter-state trade by providing clarity on registration, turnover calculation, and documentation requirements.

## INTELLECTUAL PROPERTY LEGISLATIONS

### Trade Marks Act, 1999 ("TM Act")

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

## FOREIGN TRADE REGULATIONS

### Foreign Exchange Management Act, 1999 (the "FEMA") and Regulations framed thereunder

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations, and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India

### Foreign Trade (Development and Regulation) Act, 1992 ("FTA")

The FTA seeks to increase foreign trade by regulating imports and exports to and from India. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023 provides that no person or company can make exports or imports without having obtained an importer exporter code ("IEC") number unless such person or company is specifically exempted. The application process for obtaining an IEC number or updation in the IEC number is completely online. Failure to obtain the IEC number shall attract penalty under the FTA.

### Ownership restriction of FII

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

### Laws related to Overseas Investment by Indian Entities

Overseas investment by Indian Entities are governed under Foreign Exchange Management Act, 1999 under which the central Government of India have notified Foreign Exchange Management (Overseas Investment) Rules, 2022 in suppression of Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 and the Foreign Exchange Management (Acquisition and Transfer of Immovable Property Outside India) Regulations, 2015. Followed by the rules, RBI has vide notification no. RBI/2022-2023/110, A.P. (DIR Series) Circular No.12 dated August 22, 2022 have issued Foreign Exchange Management (Overseas Investment) Directions, 2022 and Foreign Exchange Management (Overseas Investment) Regulations, 2022. These legislations frame the investment fields, mode and cap for various sectors and regions, by any person resident in India and the reporting requirements.

### European Union regulations and India's Foreign Trade Policies

The European Union (EU) and India have distinct regulatory frameworks governing international trade. In the EU, several regulations are impacting imports and exports in 2025. For instance, the Carbon Border Adjustment Mechanism (CBAM) has entered its next phase, requiring businesses importing carbon-intensive products like

steel and aluminium to submit detailed reports. Additionally, the EU has been engaged in trade disputes, notably with the U.S., where it has implemented retaliatory tariffs against U.S. steel and aluminium tariffs. The EU is also exploring new trade agreements, such as the EU-MERCOSUR FTA, and revising existing regulations to enhance sustainability and trade compliance.

In contrast, India's Foreign Trade Policy (FTP) 2021-2026 focuses on boosting exports and promoting international trade.

**Foreign Trade Policy, 2023**

India's Foreign Trade Policy (FTP) 2023, launched on April 1, 2023, aims to significantly enhance the country's export capabilities and streamline trade processes. Built on four key pillars—Incentive to Remission, Export Promotion through Collaboration, Ease of Doing Business, and Emerging Areas—the policy seeks to foster a partnership with exporters while focusing on process re-engineering and automation to simplify compliance and reduce transaction costs. One of its ambitious goals is to increase India's total exports to $2 trillion by 2030, necessitating substantial growth in both the goods and services sectors. To support this objective, the FTP introduces several new initiatives, including a one-time Amnesty Scheme for exporters to resolve old pending authorizations and the "Towns of Export Excellence Scheme" to recognize new export hubs. Additionally, the policy emphasizes grassroots development by promoting exports from various districts and enhancing the role of state governments in export promotion. The FTP 2023 also aims to facilitate e-commerce exports and merchanting trade, enabling Indian intermediaries to engage in trade without goods touching Indian ports. Overall, this policy represents a comprehensive approach to bolster India's position in global trade while addressing contemporary challenges through innovative solutions and enhanced infrastructure.

**OTHER APPLICABLE LAWS**

**The Insolvency and Bankruptcy Code, 2016**

The Insolvency and Bankruptcy Code, 2016 cover Insolvency of companies, Limited Liability partnerships (LLPs), unlimited liability partnerships, and individuals. The IBC 2016 has laid down a collective mechanism for resolution of insolvencies in the country by maintaining a delicate balance for all stakeholders to preserve the economic value of the process in a time bound manner. The code empowers any creditor of a Corporate Debtor (CD), irrespective of it being a Financial Creditor (FC) or Operational Creditor (OC) or secured or unsecured creditor, or the Corporate Debtor itself, to make an application before the Adjudicating Authority (AA) to initiate Corporate Insolvency Resolution Process (CIRP) against a Corporate Debtor, at their discretion, in the event of there being a default by the Corporate Debtor in payment of their dues for an amount as specified from time to time. On initiation of the Said CIRP, a resolution to be sought for the company within a time bound time period of 180 days.

**The Kolkata Municipal Corporation Act, 1980**

It is a comprehensive legislation that governs the municipal administration of Kolkata, West Bengal. This act outlines the structure, powers, and functions of the Kolkata Municipal Corporation (KMC), which is responsible for providing various civic services to the city's residents. It establishes the KMC as the municipal authority for Kolkata, defining its constitution, powers, and functions, including the roles of the Mayor, Chairman, and other members of the Mayor-in-Council. The act details the organizational setup of the KMC, including the appointment of officers and employees, their service conditions, and disciplinary procedures. It also provides for the establishment of various committees, such as the Municipal Accounts Committee and Ward Committees, to facilitate local governance.
The act governs the financial management of the KMC, including the creation of the Municipal Fund and the management of accounts and audits. It empowers the corporation to borrow money from the state government and outlines procedures for financial accountability. Additionally, the act covers essential civic services such as water supply, sewerage, drainage, and solid waste management. It vests proprietary rights over sub-soil water resources with the corporation and empowers it to manage waterworks and drainage systems. The act also includes provisions related to building construction and development, requiring compliance with KMC building rules. Over the years, the act has been amended to include new guidelines, such as those for the enlistment of professions,

trades, and callings within KMC areas. These amendments ensure that the act remains relevant and effective in addressing the evolving needs of the city's residents.

**The West Bengal Shops and Establishments Act, 1963**

The West Bengal Shops and Establishments Act, 1963 is a state-specific legislation enacted to regulate the working conditions and employment terms in shops and commercial establishments across West Bengal. This act came into effect on August 15, 1964, and applies to all areas and classes of shops and establishments as notified by the state government. It defines "shops" as premises for the wholesale or retail sale of commodities and services, while "establishments" include commercial establishments or those for public entertainment or amusement. The act primarily aims to protect the rights of employees by regulating aspects such as payment of wages, terms of service, working hours, overtime work, opening and closing hours, holidays, leaves, maternity benefits, and rules for child employment. It also mandates the maintenance of records and registers for employees, ensuring transparency and accountability in employment practices. The act empowers the state government to appoint inspectors who can inspect premises, seize documents, and enforce compliance with the act's provisions. Overall, the West Bengal Shops and Establishments Act, 1963, plays a crucial role in safeguarding labour rights and promoting social welfare in the unorganized sector of West Bengal.

**The West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979**

The West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979, were formulated under the West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979. This Act is designed to regulate the levy and collection of a tax on professions, trades, callings, and employments within West Bengal, providing additional revenue for the state government. The rules outline the procedures for registration and enrolment, specifying that employers must obtain a Certificate of Registration and deduct the tax from employees' salaries, while self-employed individuals must obtain a Certificate of Enrolment and pay the tax annually.

**Municipality Laws**

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

**Approvals from Local Authorities**

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

**The Payment and Settlement Systems Act, 2007**

The Payment and Settlement Systems Act, 2007 is a pivotal legislation in India, enacted to regulate and supervise payment systems across the country. This act came into force on August 12, 2008, and designates the Reserve Bank of India (RBI) as the primary authority for overseeing these systems. The RBI is empowered to issue authorizations for operating payment systems, set standards for their functioning, and ensure compliance through audits and inspections. The act aims to enhance the efficiency, security, and stability of payment mechanisms, protecting consumer interests and promoting financial stability. It covers a wide range of payment systems, including credit card operations, debit card operations, money transfer operations, and other similar services. The

RBI, under this act, can also prescribe formats for payment instructions, criteria for membership in payment systems, and conditions for participating in fund transfers. Additionally, the act provides a legal basis for "netting" and "settlement finality," which are crucial for the smooth operation of payment systems. Overall, the Payment and Settlement Systems Act, 2007, has played a significant role in modernizing India's financial infrastructure by fostering a secure and innovative payment landscape.

**Information Technology Act, 2000 (the "IT Act") and the rules made thereunder**

The IT Act seeks to: (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside Indiaby any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, among other things. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability in the form of payment of damages by way of compensation on a body corporate for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and damaging computer systems, and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto, among others.

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, ("DoIT") Ministry of Electronics and Information Technology, Government of India, in April 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("IT Security Rules") which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The DoIT also notified the Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 ("IT Intermediary Rules") requiring intermediaries and publishers receiving, storing, transmitting, or providing any service with respect to electronic messages or any other information to not knowingly host, publish, transmit, select or modify any information prohibited under the IT Intermediary Rules, to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries. The IT Intermediary Rules further requires the intermediaries to provide for a grievance redressal mechanism and appoint a nodal officer and a resident grievance officer.

## HISTORY AND CERTAIN CORPORATE MATTERS

### HISTORY AND BACKGROUND

Swastika Castal Ltd. (the "Company") was incorporated on June 10, 1996, as a Public Limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by Registrar of Companies, West Bengal. The CIN of our Company is U27101WB1996PLC079995.

### REGISTERED OFFICE

117A Chittaranjan Avenue, Kolkata-700073, West Bengal, India.

### CHANGES IN REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION

There were no change in our Registered Office since inception of the Company till the date of the Prospectus.

### MAIN OBJECTS OF OUR COMPANY:

The Main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To carry on business of dealers and manufacturers of Non-Ferrous & Ferrous metals, castings, forging, foundry, rolling mil, extrusions, other processes or any other manufacturing, dealing, stockists, agents, representatives, expert, import etc.

2. To carry on. business of Non-Ferrous metal Including Aluminium and its alloys, Copper and its alloys, Zinc and its alloys etc. and products & by-products thereof 'including sand-casting, gravity die casting, pressure die-casting, low pressure die casting and other processes of castings, forgings-In all-metals and all other manufacturing processes incidental to the above metals including machining, surface treatment and other manufacturing process, steel founders as well as Iron Founders, Civil, Electrical and Mechanical Engineers, pipe & wire drawers, surface. treater including anodising, tinning, phosphating and other surface protective. processes, took makers, operators of Aluminium works, fabricators, rolling & rerolling and extrusion of Ferrous & Non-Ferrous metals, stainless steel, special steels in all forms, technical consultants and manufacturers of and dealers in all types of Non-Ferrous castings and forgins with or without machining Including Insulators, hardware fittings, conductor accessories, Transmission lines, Substation and distribution lines, materials, towers, poles, conductors, transformers, D.O. uses, Isola-.tors, circuit breakers, erectors and contractors or electrical equipments and electrical lines, sub stations and products manufactured from such castings, forgins etc. machine parts, hardwares, tools, agricultural, industrial and any other machinery including mining, machinery & equipments of all types, machine tool makers etc.

3. To search. for, get, work, raise, recover, mine, make merchantable, purchase, sell and deal In Iron ore, Iron and metal scrap, sheets and coils, and coal, iron, stone, limestone, manganese, ferro manganese, magnesite, aluminium, copper, silicon magnesium, zinc, any other metal and its alloys clay, fire clay, brick, earth bricks and other metals, minerals and substances and to manufacture and sell briquettes and other fuel and generally to undertake and carry on any business, transaction or operation commonly undertaken or carried on by any explorers, prospectors or concessionaires of mines and mineral products.

4. To manufacture, deal In, export, Import assemble, fit, repair, convert, overhaul alter, maintain and Improve all types of electrical and electronic components, devices, equipments and appliances and raw materials therefore and to deal in and with stores and other materials used In or In connection with electronic and electrical and other industries.

5. To carry on the business of traders, importers, exporters, buyers, sellers, dealers, stockists, commission agents, agents, distributors and concessionaires of all Substances, machinery tools, Implements, hardwares, articles, parts, apparatus, things; and materials and to undertake transact and execute agency business and for such purpose to undertake manufacture of such articles and to do all such things.

The main objects clause as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

**AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLE OF ASSOCIATION OF OUR COMPANY**

Since the incorporation of our Company, the following changes have been made to the Memorandum of Association and Article of Association:

| Date of Amendment / Shareholders' resolution | Nature of Amendment |
|---|---|
| 30th September, 1996 | • *Increase in Authorised Share Capital via clause V of MOA from ₹ 20,00,000 (divided in to 2,00,000 Equity Shares of ₹ 10 each) to ₹ 40,00,000 (divided into 4,00,000 Equity Shares of ₹ 10 each)* |
| 14th March, 1997 | • *Increase in Authorised Share Capital via clause V of MOA from ₹ 40,00,000 (divided into 4,00,000 Equity Shares of ₹ 10 each) to ₹ 75,00,000 (divided in to 7,50,000 Equity Shares of ₹ 10 each)* |
| 11th January, 2008 | • *Increase in Authorised Share Capital via clause V of MOA from ₹ 75,00,000 (divided in to 7,50,000 Equity Shares of ₹ 10 each) to ₹ 85,00,000 (divided in to 8,50,000 Equity Shares of ₹ 10 each)* |
| 25th March, 2011 | • *Increase in Authorised Share Capital via clause V of MOA from ₹ 85,00,000 (divided in to 8,50,000 Equity Shares of ₹ 10 each) to ₹ 1,00,00,000 (divided in to 10,00,000 Equity Shares of ₹ 10 each)* |
| 5th September, 2011 | • *Increase in Authorised Share Capital via clause V of MOA from ₹ 1,00,00,000 (divided in to 10,00,000 Equity Shares of ₹ 10 each) to ₹ 1,25,00,000 (divided in to 12,50,000 Equity Shares of ₹ 10 each)* |
| 15th May, 2015 | • *Increase in Authorised Share Capital via clause V of MOA from ₹ 1,25,00,000 (divided in to 12,50,000 Equity Shares of ₹ 10 each) to ₹ 2,00,00,000 (divided in to 20,00,000 Equity Shares of ₹ 10 each)* |
| 22nd February, 2025 | • *Increase in Authorised Share Capital via clause V of MOA from ₹ 2,00,00,000 (divided in to 20,00,000 Equity Shares of ₹ 10 each) to ₹ 9,00,00,000 (divided in to 90,00,000 Equity Shares of ₹ 10 each)* |

**CORPORATE PROFILE OF OUR COMPANY**

Details regarding the description of our Company's activities, services, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major customers, segment, , launch of key products, entry in new geographies, capacity built-up, marketing and competition, please refer to the chapters titled ***"Our Business"***, ***"Our Management"*** and ***"Management's Discussion and Analysis of Financial Position and Results of Operations"*** on pages 125, 169 and 223 respectively, of this Prospectus.

**SIGNIFICANT FINANCIAL AND STRATEGIC PARTNERSHIPS**

As on the date of this Prospectus, our Company does not have any significant strategic or financial partners.

**TIME/COST OVERRUN IN SETTING UP PROJECTS**

As on the date of this Prospectus, there has been no time and cost overruns in the Company.

**LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS, CAPACITY/FACILITY CREATION OR LOCATION OF STORES**

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation and location of stores, see ***"Our Business"*** and ***"History and Certain Corporate Matters"*** on pages 125 and 165 of this Prospectus.

## DEFAULTS, RESCHEDULING OR RESTRUCTURING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

As on the date of this Prospectus, there has been no default, rescheduling or restructuring of borrowings with financial institutions or banks.

## DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION, REVALUATION OF ASSETS, ETC. IN THE LAST 10 YEARS

Except as mentioned in chapter ***"History and Certain Corporate Matters"*** beginning on page no. 165, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Prospectus.

## HOLDING COMPANY

As on date of filing of this Prospectus, our Company has no Holding Company:

## JOINT VENTURES OF OUR COMPANY

As on the date of this Prospectus, our Company does not have any joint ventures.

## SUBSIDIARIES OF OUR COMPANY

As on the date of this Prospectus, our Company does not have any subsidiaries.

## ASSOCIATES OF OUR COMPANY

As on the date of this Prospectus, our Company does not have any associates.

## DETAILS OF SHAREHOLDERS' AGREEMENT

As on date of this Prospectus, there are no subsisting shareholders' agreements among our shareholders vis-à-vis our Company.

## AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE

Neither our Promoters, nor any of the Key Managerial Personnel or Senior Management, Directors or employees of our Company have entered into an agreement, 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 the dealings of the securities of our Company.

## MATERIAL AGREEMENTS

Our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners or financial partners, other than in the ordinary course of business.

We confirm that as on date of this Prospectus, no agreements have been entered into between the Shareholders, Promoters, Promoter Group entities, related parties, Directors, Key Managerial Personnel, employees of the Company, its Subsidiary or entities controlled by it, or with the 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 the Company or impose any restriction or create any liability upon the Company.

For details on business agreements of our Company, see ***"Our Business"*** beginning on page 125 of this Prospectus.

## GUARANTEES GIVEN BY OUR PROMOTERS

Our Promoters have not given any guarantee to any third parties as on the date of this Prospectus except in favour of Lending Bank as collateral security for the Borrowings of the Company.

## CAPITAL RAISING (DEBT / EQUITY)

Except as set out in the Sections titled ***"Capital Structure"*** and ***"Financial Indebtedness"*** beginning on page no 71 and 220 respectively of this Prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

## INJUNCTION OR RESTRAINING ORDER

Our company is not operating under any injunction or restraining order.

## DETAILS REGARDING PAST PERFORMANCE OF THE COMPANY.

For details in relation to our past financial performance in the previous 3 (three) financial years, please refer to Section titled ***"Financial Statements as restated"*** beginning on page no. 193 of this Prospectus.

## CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST TEN (10) YEARS

Except as mentioned in chapter ***"Our History and Certain Corporate Matters"*** beginning on page no. 165 of Prospectus, there have been no changes in the activity of our Company during the last ten (10) years preceding as on the date of this Prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

## SHAREHOLDERS OF OUR COMPANY

As on the date of this Prospectus, our Company has 7 (Seven) shareholders. For further details in relation to the current shareholding pattern, please refer to Section titled ***"Capital Structure"*** beginning on page no. 71 of this Prospectus.

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*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## OUR MANAGEMENT

### Our Board of Directors

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall be as per the applicable provisions of the Companies Act, 2013. As on date of this Prospectus, we have Four (4) Directors on our Board, which includes one (1) Managing Director, one (1) Non-Executive Director, and two (2) Independent Directors. Our Board of Directors comprises of One (1) Women Director of our Company.

Set forth below, are details regarding our Board as on the date of this Prospectus:

| Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality | Age (years) | Other Directorships |
|---|---|---|
| **Varun Sharda**<br><br>**DIN:** 01571483<br><br>**Date of Birth:** 11/12/1979<br><br>**Designation:** Managing Director<br><br>**Address:** A-9, Samrajya Munjmahuda, Akota, Vadodara – 390020, Gujarat, India.<br><br>**Occupation:** Business<br><br>**Term:** 3 Years<br><br>**Period of Directorship**: 2nd September, 2024 to 1st September, 2027<br><br>**Nationality:** Indian | 45 Years | Nil |
| **Varsha Sharda**<br><br>**DIN:** 05291150<br><br>**Date of Birth:** 18/04/1986<br><br>**Designation:** Director<br><br>**Address:** B/402 Suramya Altis, B/S Pancham High Street, NR Manisha, OP Road, Vadodara-390007, Gujarat, India.<br><br>**Occupation:** Business<br><br>**Term:** Liable to retire by Rotation<br><br>**Period of Directorship:** September 30,2019<br><br>**Nationality:** Indian | 39 Years | NA |
| **Ashwinbhai Kantilal Shah**<br><br>**DIN:** 02221267<br><br>**Date of Birth:** 28/06/1951 | 74 Years | Suyog Electricals Limited<br><br>Gujarat Containers Limited |

| Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality | Age (years) | Other Directorships |
|---|---|---|
| **Designation:** Independent Director<br><br>**Address:** Bombay Shopping Center, Near Racecourse Circle Alkapuri, Racecourse Padra Vadodara-390007, Gujarat, India.<br><br>**Occupation:** Business<br><br>**Term:** 5 Years<br><br>**Period of Directorship:** 22nd February, 2025 to 21st February, 2030<br><br>**Nationality:** Indian | | |
| **Bharat Dhirajlal Mehta**<br><br>**DIN:** 07180906<br><br>**Date of Birth:** 01/03/1953<br><br>**Designation:** Independent Director<br><br>**Address:** 33-Harinagar Society, Gotn Road, near Anand Balwadi school, Racecourse Vadodara-390007, Gujarat, India.<br><br>**Occupation:** Business<br><br>**Term:** 5 Years<br><br>**Period of Directorship:** 22nd February, 2025 to 21st February, 2030<br><br>**Nationality:** Indian | 72 Years | Biodescartes India Private Limited<br><br>Mercury Laboratories Limited |

**Brief Biographies of our Directors**

**Mr. Varun Sharda**, aged 45 years, serves as the Promoter and Managing Director of the Company. He is having experience of over 18 years in the casting sector; he currently serves as the Managing Director of the Company. In this role, he is responsible for overseeing the strategic direction and operational efficiency of the company, fostering a collaborative environment among executives to drive growth and enhance stakeholder relationships. His leadership emphasizes the implementation of innovative practices aimed at improving customer satisfaction. He possesses strong skills in team leadership, strategic planning, and project management, making him an invaluable asset in driving organizational success. Since June 2007, he has also played a pivotal role as a Director at Swastika Castal Ltd., where he has directed initiatives focused on expansion and operational excellence. He successfully managed cross-functional teams and developed strategic plans that significantly increased both market share and profitability.

**Varsha Sharda,** aged 39 years, is the Non-Executive Director of Swastika Castal Limited, a highly accomplished professional, she is a Chartered Accountant who completed her qualification from the Institute of Chartered Accountants of India in June 2009. She also holds a Bachelor of Commerce degree and recently completed her Post Graduate Diploma in Education Administration in December 2024. At Swastika Castal Limited, she focuses on developing strategic business directions to expand market presence, overseeing financial performance, and leading high-level negotiations with clients and stakeholders. Her prior experience includes working as a Relationship Manager at Adansa Solutions Private Limited from April 01, 2015 to April 30, 2017 where she successfully managed client relationships, identifying business opportunities, and ensuring customer satisfaction. Throughout her career, she has prioritized continuous improvement, operational excellence, and team development, which have been instrumental in achieving organizational goals and ensuring business success.

**Mr. Ashwinbhai Kantilal Shah,** a 74-year-old seasoned professional, holds a B. Com, LLB, and a Diploma in Export Management. With extensive experience in leadership roles, he served as the Managing Director of Mercury Phytocem Ltd. for a decade, where he managed domestic and export operations while also overseeing human resources. Currently, he has been an Independent Director at Gujarat Containers Limited for over seven (07) years, also serving as the Chairman of the Nomination and Remuneration Committee, where he oversees executive compensation and nominations. Recently, he has been appointed as an Independent Director at Swastika Castal Limited, where he is responsible for overseeing the company's overall activities.

**Bharat Dhirajlal Mehta**, a 72-year-old professional, holds a Master of Social Work and a Bachelor of Commerce degree. He has been serving as an Independent Director at Mercury Laboratories Limited since 2015 and as a Director at Biodescartes India Private Limited since 2024.At Mercury Laboratories, he is also a member of the Audit Committee, Stakeholders Relationship Committee, and CSR Committee, contributing to governance and strategic decision-making. His extensive experience with listed entities brings valuable expertise to ensure the smooth operation and growth of our company.

**As on the date of the Prospectus**

A. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.
B. Neither Promoters nor persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) during his/her tenure.
E. None of Promoters or Directors of our Company are a fugitive economic offender.
F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge- sheeted with serious crimes like murder, rape, forgery, economic offence.

**Relationship between our Directors**

Except as disclosed below, none of the Directors are related to each other:

| Name of Director | Designation | Relation |
|---|---|---|
| Varun Sharda | Managing Director | Brother-in-law of Varsha Sharda |
| Varsha Sharda | Director | Sister-in-law of Varun Sharda |

**Arrangements and Understanding with Major Shareholders**

None of our Key Managerial Personnel, Senior Management or Directors have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others pursuant to which any of the directors was selected as a director or member of senior management.

**Payment or Benefit to officers of our Company**

Except as stated otherwise in this Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

**Service Contracts**

Other than the statutory benefits that the KMPs are entitled to, upon their retirement, Directors and the Key Managerial Personnel of our Company have not entered into any service contracts pursuant to which they are entitled to any benefits upon termination of employment or retirement.

**Borrowing Powers of our Board**

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Our Company has, pursuant to an special resolution passed at the Extra Ordinary General Meeting held on February 22, 2025 resolved that in accordance with the provisions of the Companies Act, 2013, our Board is authorised to borrow, from time to time, such sum or sums of moneys as the Board which together with the moneys already borrowed by our Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed at any time the aggregate of the paid-up capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/moneys borrowed by the Board of Directors and outstanding at one time shall not exceed lakhs.

**Terms of appointment and remuneration of our Managing Directors**

**Varun Sharda**

The terms and conditions approved by the Board of Directors and the Shareholders have been summarised below:

| | |
|---|---|
| **Basic Salary** | Rs.18,00,000 p.a. |
| **Perquisites** | **The Managing Director shall be entitled to following perquisites:**<br><br>The Managing Director shall also be entitled to perquisites and allowances including medical coverage or such other perquisites, allowances and / or cash compensation in accordance applicable rules of the Company, subject to the condition that the total perquisites shall be restricted to an amount equivalent to his annual salary.<br><br>Provident Fund, Gratuity, Leave Encashment: The Managing Director shall also be entitled to the contribution to provident fund, superannuation fund, payment of gratuity, leave encashment at the end of the tenure, which shall not be calculated for the purpose of determining aforesaid ceiling for the remuneration as these, either singly or put together, are not taxable under the Income Tax Act, 1961.<br><br>The perquisites and allowances shall be valued as per the Income Tax rules / norms, wherever applicable. In the absence of any such rules, the perquisites and allowances shall be evaluated at actual cost. |
| **Minimum Remuneration** | In the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to the Managing Director shall be paid as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013. |

**Remuneration details of our directors**

*(i). Remuneration of our Executive Directors*

The aggregate value of the remuneration paid to the Executive Directors in Fiscal 2025 is as follows:

| S. No. | Name of the Director | Remuneration (₹ in lacs) |
|---|---|---|
| 1. | Varun Sharda | 18.00/- |

*(ii). Sitting fee details of our Independent Directors*

| S. No. | Name of the Director | Amount (₹ in Lacs) * |
|---|---|---|
| **1.** | Ashwinbhai Kantilal Shah | Nil |
| **2.** | Bharat Dhirajlal Mehta | Nil |

**Note: Our Independent directors have been appointed with our company w.e.f February 22, 2025, therefore our independent directors have not received any sitting fees till March 31, 2025*

Our Board of Directors in their meeting held on February 22, 2025 have fixed as sitting fee for Independent Directors, for attending meetings of the Board of Directors and its committees as follows:

| Name of the Meeting | Amount of Sitting fees payable for attending per / each Meeting. |
|---|---|
| Board Meeting | Rs.15,000/- |
| Audit Committee | Rs.5,000/- and Rs.7,500/- in case of meeting held for approval of Financial Statement. |
| Nomination and Remuneration Committee | Rs.2,500/- |
| Stake Holders' Grievance Committee | Rs.2,500/- |
| Corporate Social Responsibility Committee | Rs.2,500/- |

**Payment or benefit to Directors of our Company**

Except as disclosed in this Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of the Executive Directors except the normal remuneration for services rendered as a Director of our Company. Additionally, there is no contingent or deferred compensation payable to any of our directors.

**Remuneration paid to our Directors by our Subsidiary**

As on the date of this Prospectus, our Company does not have a subsidiary.

**Loans to Directors**

There are no loans that have been availed by the Directors from our Company that are outstanding as on the date of this Prospectus.

**Shareholding of Directors in our Company**

Except as stated below, none of our directors holds any Equity Shares of our Company as on the date of filing of this Prospectus:

| Sr. No. | Name of the Director | Pre-Issue | | Post - Issue | |
|---|---|---|---|---|---|
| | | Number of Equity Shares | % of Pre-Issue Equity Share Capital | Number of Equity Shares | % of Post-Issue Equity Share Capital |
| 1. | Varun Sharda | 22,02,400 | 36.71 | 22,02,400 | 26.98 |
| 2. | Varsha Sharda | 2,48,000 | 4.13 | 2,48,000 | 3.04 |

**Interest of our Directors**

Our Executive Directors may be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Company and reimbursement of expenses, if any, payable to them. For details of remuneration paid to our see "*Terms of appointment and remuneration of our Executive Directors*" above.

Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or kartas or coparceners or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to this Issue. Except as disclosed in "*Financial Information*" and "*Our Promoters and Promoter Group*" beginning on page 193 and 183, respectively of this Prospectus, our Directors are not interested in any other company, entity or firm.

Except as stated in "*Financial Statements- Restated Financial Statements – Notes to Restated Financial Statements – Annexure V - Related Parties transactions"* on page 193 of this Prospectus, our Directors do not have any other interest in the business of our Company.

**Interest as to property**

Except as mentioned in "*Our Business - Land and Property*" and "*Financial Statements- Restated Financial Statements – Notes to Restated Financial Statements – Annexure V, Note -31- Related Parties transactions"* from the chapter titled "*Restated Financial Information*" on pages 125 and 193 respectively, of this Prospectus our Directors do not have any interest in any property acquired or proposed to be acquired by our Company.

**Bonus or Profit-Sharing Plan for our Directors**

None of our Directors are a party to any bonus or profit-sharing plan.

**Changes in our Board during the Last Three Years**

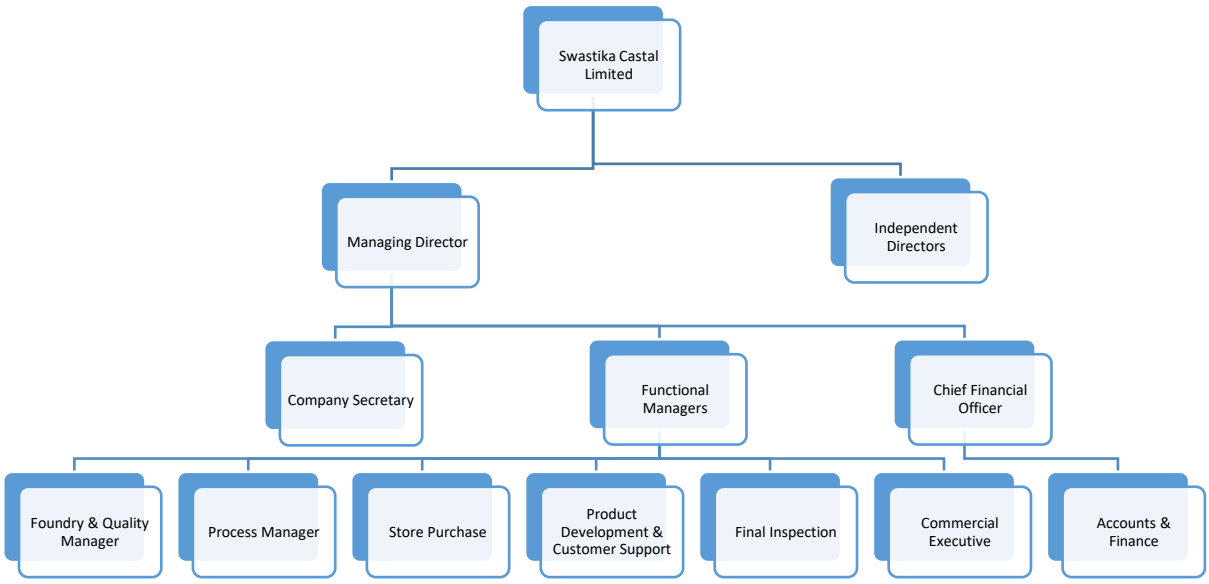
Except as disclosed below, there have been no changes in our Board during the last three years.

| Sr. No | Name of The Director | Designation | Original Date of Appointment | Change in Designation | Date of Change in Designation | Date of Cessation |
|---|---|---|---|---|---|---|
| 1 | Varun Sharda | Additional Director | 16-06-2007 | Whole Time Director | 01-04-2008 | ---------- |
| | | ---------- | ---------- | Managing Director | 02-09-2024 | ---------- |
| | | CFO | ---------- | ---------- | 22-02-2025 | 20-03-2025 |
| 2. | Varsha Sharda | Additional Director | 28-03-2019 | Director | 30-09-2019 | ---------- |
| 3. | Aloke Sharda | Managing Director | 10-06-1996 | ---------- | ---------- | 05-07-2022 |
| 4. | Nirmal Kumar Lunia | Additional Director | 07-06-2023 | Director | 30-09-2023 | 22-02-2025 |
| 5. | Ashwinbhai Kantilal Shah | Independent Director | 22-02-2025 | ---------- | ---------- | ---------- |

| Sr. No | Name of The Director | Designation | Original Date of Appointment | Change in Designation | Date of Change in Designation | Date of Cessation |
|---|---|---|---|---|---|---|
| 6. | Bharat Dhirajlal Mehta | Independent Director | 22-02-2025 | ---------- | ---------- | ---------- |
| 7. | Gopalkumar Ambalal Gandhi | CFO | 20-03-2025 | ---------- | ---------- | ---------- |
| 8. | Mukhesh Khanna | Company Secretary | 22-02-2025 | ---------- | ---------- | ---------- |

**Management Organization Structure**

Set forth is the management organization structure of our Company:




**Profile of Key Managerial person :**

**Gopalkumar Ambalal Gandhi, CFO** 62-year-old is a seasoned professional with over Two decades of experience in the field of Accounts and Finance. He holds a Master's degree in Commerce from the University of Baroda and has developed deep expertise in financial management, accounting and taxation. He has been associated with Swastika Castal Limited since 2006 and has played a pivotal role in overseeing the company's financial operations. His strategic insights and extensive knowledge in financial planning and control have been instrumental in strengthening the company's financial position. With his vast experience and leadership, Gopalkumar Ambalal Gandhi continues to be a key asset to Swastika Castal Limited, driving financial excellence and supporting the organization's long-term vision.

**Mukesh Khanna, Company Secretary and Compliance Officer,** a 61-year-old highly qualified professional, has been a fellow member of the Institute of Company Secretaries of India since 1994. He holds a B. Com degree from Guru Nanak Dev University. His extensive experience includes serving as Company Secretary at Lactose (India) Limited, as well as Company Secretary and Finance Controller at R.K. Machine & Tools Limited for two years. Additionally, he worked as a Company Secretary at Asian Oilfield Services Limited for four years. His vast experience in corporate governance and compliance will be instrumental in helping Swastika ensure adherence to regulatory requirements.

## Corporate Governance

As our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, as on date of this Prospectus, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to our Company. In additions to the applicable provisions of the Companies Act, 2013 will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. However, our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

## Committees of our Board

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

a. Audit Committee;
b. Stakeholders' Relationship Committee;
c. Nomination and Remuneration Committee; and

Details of each of these committees are as follows:

### AUDIT COMMITTEE

The Audit Committee was constituted *vide* Board resolution dated March 01, 2025 pursuant to Section 177 of the Companies Act, 2013. As on the date of this Prospectus, the Audit Committee comprises of:

| Name of Member | Designation in Company | Designation in committee |
|---|---|---|
| Ashwin Kantilal Shah | Independent Director | Chairman |
| Bharat Dhirajlal Mehta | Independent Director | Member |
| Varun Sharda | Managing Director | Member |

Our Company Secretary and Compliance officer, Mukesh Khanna acts as the secretary of the Committee.

The scope, functions and the terms of reference of our Audit Committee, is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations which are as follows:

A. Powers of Audit Committee

The Audit Committee shall have the following powers:

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice;
- To secure attendance of outsiders with relevant expertise, if it considers necessary; and
- Such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

B. Role of the Audit Committee

The role of the audit committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Formulation of a policy on related party transactions, which shall include materiality of related party transactions;
5. Reviewing, 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;
6. Examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    a. Matters required to be included in the Director's Responsibility Statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of Companies Act, 2013;
    b. Changes, if any, in accounting policies and practices and reasons for the same;
    c. Major accounting entries involving estimates based on the exercise of judgment by management;
    d. Significant adjustments made in the financial statements arising out of audit findings;
    e. Compliance with listing and other legal requirements relating to financial statements;
    f. Disclosure of any related party transactions; and
    g. Modified opinion(s) in the draft audit report.
7. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
8. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
9. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
10. Approval of any subsequent modification of transactions of the company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

    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 Accounting Standards and/or the Companies Act, 2013.
11. Scrutiny of inter-corporate loans and investments;
12. Valuation of undertakings or assets of the company, wherever it is necessary;
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 there on;
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. Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
20. Monitoring the end use of funds raised through public offers and related matters;
21. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
22. Reviewing the functioning of the whistle blower mechanism;
23. Monitoring the end use of funds raised through public offers and related matters;
24. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;
25. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

26. Reviewing the utilization of loans and/or advances from/investments by the holding company in the subsidiary exceeding rupees hundred crores or 100% of the asset size of the subsidiary, whichever is lower including existing loans / advances/ investments, as may be applicable.
27. To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;
28. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
29. Carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations, Companies Act, 2013, uniform listing agreements and/ or any other applicable law, as and when amended from time to time.

Further, the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters / letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the chief internal auditor;
5. Statement of deviations in terms of the SEBI Listing Regulations:
   a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchanges) in terms of Regulation 32(1) of the SEBI Listing Regulations, and
   b. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) the SEBI Listing Regulations.
6. Review the financial statements, in particular, the investments made by any utilized subsidiary;
7. Such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at- least one independent director.
Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee has been formed by the Board of Directors, at the meeting held on March 01, 2025. As on the date of this Prospectus the Stakeholders' Relationship Committee comprises of:

| Name of Member | Designation in Company | Designation in committee |
|---|---|---|
| Ashwin Kantilal Shah | Independent Director | Chairman |
| Bharat Dhirajlal Mehta | Independent Director | Member |
| Varun Sharda | Managing Director | Member |

Our Company Secretary and Compliance officer, Mukesh Khanna will act as the secretary of the Committee.
The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Stakeholders' Relationship Committee of our Company include:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipts of annual reports, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings, etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;
5. Investigating complaints relating to allotment of shares, approvals of transfer or transmission of shares, debentures or any other securities;

6. Giving effect to all transfer /transmission of shares and debentures, dematerialisation 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;
7. 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
8. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.
9. To approve, register, refuse to register transfer or transmission of shares and other securities;
10. To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company:
11. Allotment and listing of shares;
12. To authorise affixation of common seal of the Company;
13. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
14. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
15. Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and
    To further delegate all or any of the power to any other employee(s), officers), representatives), consultants), professional(s), or agent(s).

Any member of the Stakeholder's Relationship Committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Stakeholder's Relationship Committee.

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on March 01, 2025. As on the date of this Prospectus the Nomination and Remuneration Committee comprises of:

| Name of Member | Designation in Company | Designation in committee |
|---|---|---|
| Bharat Dhirajlal Mehta | Independent Director | Chairman |
| Ashwin Kantilal Shah | Independent Director | Member |
| Varsha Sharda | Non-Executive Director | Member |

Our Company Secretary and Compliance officer, Mukesh Khanna will act as the secretary of the Committee.
The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of an external agencies, if required;
b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
c. 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.

3. Formulation of criteria for evaluation of the performance of the independent directors and the Board;
4. Devising a policy on diversity of board of directors;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal and shall specify the manner for effective evaluation of performance of 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.
6. Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. To recommend, implement, design, execute, approve schemes of ESPS, ESOP, SAR, Sweat Equity and do all other activities
8. Recommend to the board, all remuneration, in whatever form, payable to senior management;
9. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.
10. Analysing, monitoring and reviewing various human resource and compensation matters;
11. Deciding whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
12. 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;
13. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;
14. Administering, monitoring and formulating detailed terms and conditions of the employee stock option scheme, if any, of the Company;
15. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
16. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if applicable;
17. Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
    a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
    b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable; and
18. Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange board of India (Listing Obligations and Disclosure Requirements) regulations, 2015, as amended or by any other applicable law or regulatory authority.
19. 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:
    1. use the services of an external agencies, 'if required;
    2. consider candidates from a wide range of backgrounds, having due regard to diversity; and
    3. consider the time commitments of the candidates.

The Nomination and Remuneration Committee shall meet at least once in a year.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

**Compliance with SME Listing Regulations**

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE.

**Our Key Managerial Personnel**

In addition to our Managing Director Officer whose details have been provided under paragraph above titled *'Brief Profile of our Directors'*, set forth below are the details of our Key Managerial Personnel as on the date of filing of this Prospectus:

**Gopalkumar Ambalal Gandhi,** 62-year-old is a seasoned professional with over Two decades of experience in the field of Accounts and Finance. He holds a Master's degree in Commerce from the University of Baroda and has developed deep expertise in financial management, accounting and taxation. He has been associated with Swastika Castal Limited since 2006 and has played a pivotal role in overseeing the company's financial operations. His strategic insights and extensive knowledge in financial planning and control have been instrumental in strengthening the company's financial position. With his vast experience and leadership, Gopalkumar Ambalal Gandhi continues to be a key asset to Swastika Castal Limited, driving financial excellence and supporting the organization's long-term vision.

**Mukesh Khanna,** a 61-year-old highly qualified professional, has been a fellow member of the Institute of Company Secretaries of India since 1994. He holds a B. Com degree from Guru Nanak Dev University. His extensive experience includes serving as Company Secretary at Lactose (India) Limited, as well as Company Secretary and Finance Controller at R.K. Machine & Tools Limited for two years. Additionally, he worked as a Company Secretary at Asian Oilfield Services Limited for four years. His vast experience in corporate governance and compliance will be instrumental in helping Swastika ensure adherence to regulatory requirements.

All our Key Managerial Personnel are permanent employees of our Company.

**Our Senior Managerial Personnel**

Except for our Managing Director and Chief Financial Officer and Company Secretary and Compliance Officer, our Company does not have senior management personnel.

**Relationship of Key Managerial Personnel and Senior Management with our Directors, Promoters and / or other Key Managerial Personnel and Senior Management**

In addition to the disclosure made under the heading *"Relationship between our Directors"*, none of our Key Managerial Personnel and Senior Management are related to each other or to any of our Directors.

**Shareholding of the Key Managerial Personnel and Senior Management**

Except as disclosed in "-*Shareholding of Directors in our Company*", none of the Key Management Personnel and Senior Management hold shareholding in our Company

**Bonus or Profit-Sharing Plan for our Key Managerial Personnel and Senior Management**

None of our Key Managerial Personnel and Senior Management is a party to any bonus or profit-sharing plan.

**Payment or benefit to Key Managerial Personnel and Senior Management of our Company**

Except as disclosed in this Prospectus, no amount or benefit has been paid or given within two preceding years or is intended to be paid or given to any of the Key Managerial Personnel and Senior Management except the normal remuneration for services rendered by them. Additionally, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Management.

**Interest of Key Managerial Personnel and Senior Management**

Except as disclosed in this Prospectus, none of our Key Managerial Personnel and Senior Management have any interest in our Company other than to the extent of the remuneration, equity shares held by them or benefits to

which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.
Further, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management have been appointed.

**Changes in Key Managerial Personnel and Senior Management in the Last Three Years**

In addition to the changes specified under *"Changes in our Board during the Last Three Years*", set forth below, are the changes in our Key Managerial Personnel and Senior Management in the last three years immediately preceding the date of filing of this Prospectus:

The attrition of the Key Management Personnel and Senior Management is as per the industry standards.

**Employees' Stock Option Plan**

As on date of this Prospectus, our Company does not have any employee stock option plan or purchase schemes for our employees.

**Loans taken by Directors / Key Management Personnel and Senior Management**

Our Company has not granted any loans to the Directors and/or Key Management Personnel and Senior Management as on the date of this Prospectus.

*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## OUR PROMOTERS AND PROMOTER GROUP

**Our Promoters:**

The Promoters of our Company are (i) Indra Sharda (ii) Varun Sharda.

As on the date of this Prospectus, our Promoters jointly hold 45,59,600 Equity Shares which in aggregate, almost constitutes 76.00% of the pre-issued paid-up Equity Share capital of our Company.

For details of the build-up of the Promoters' shareholding in our Company, see ***"Capital Structure"***, on page 71 of this Prospectus.

**(i) Details of Individual Promoters of our Company:**

| | |
|---|---|
| | **Varun Sharda,** aged 45, serves as the Promoter and Managing Director of the Company.<br><br>He is having experience of over 18 years in the casting sector, he currently serves as the Managing Director of the Company. In this role, he is responsible for overseeing the strategic direction and operational efficiency of the company, fostering a collaborative environment among executives to drive growth and enhance stakeholder relationships. His leadership emphasizes the implementation of innovative practices aimed at improving customer satisfaction. He possesses strong skills in team leadership, strategic planning, and project management, making him an invaluable asset in driving organizational success.<br><br>Since June 2007, he has also played a pivotal role as a Director at Swastika Castal Ltd., where he has directed initiatives focused on expansion and operational excellence. He successfully managed cross-functional teams and developed strategic plans that significantly increased both market share and profitability. |
| **Name of Promoter** | **Varun Sharda** |
| **Father's Name** | Late Aloke Sharda |
| **Date of Birth** | 11/12/1979 |
| **Age** | 45 |
| **Qualification** | Higher Secondary (Class XII) |
| **Occupation** | Business |
| **Nationality** | Indian |
| **Address** | A-9, Samrajya Munjmahuda, Akota, Vadodara – 390020, Gujarat, India. |
| **DIN** | 01571483 |
| **PAN** | ALFPS7765L |
| **Directorship in Other Companies** | NIL |
| **Other Ventures** | Varun Sharda HUF |

| | |
|---|---|
| | **Indra Sharda,** aged 63, is the Promoter of the company and has played a pivotal role in its strategic growth.<br><br>Indra Sharda has been a crucial figure in the development of our company, offering essential insights and support that have greatly influenced its growth and success. Her unique perspective has been instrumental in shaping the strategic direction of the company, aligning with the foundational values established by the Late Aloke Sharda.<br><br>Through her commitment, she has fostered a collaborative environment that emphasizes the company's core principles. Her dedication has proven vital in navigating challenges and seizing opportunities, ensuring the company maintains its leadership position within its industry. Her encouragement and support have been pivotal in driving the organization forward, reinforcing its mission and vision. |
| **Name of Promoter** | **Indra Sharda** |
| **Father's Name** | Late Bhanwan Lal Chittlangia |
| **Date of Birth** | 28/07/1961 |
| **Age** | 63 |
| **Qualification** | Secondary Education (Class X) |
| **Occupation** | Business |
| **Nationality** | Indian |
| **Address** | Suramya Flats, Tower B, Flat No. 402, Behind Pancham Heights, Akota – 390020, Vadodara, Gujarat. |
| **DIN** | NA |
| **PAN** | AKZPS9195H |
| **Directorship in Other Companies** | NIL |
| **Other Ventures** | Partner at Metal Forms |

Our Company confirms that it will submit the details of the PAN, Bank Account Number, Passport number, Aadhaar card number and driving license number of our Promoters to BSE separately at the time of filing the Prospectus.

**(ii) Details of Body Corporate Promoter of our Company**

As of the date of this Prospectus, our Company does not have any Corporate Promoters.

**CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY**

There has not been any major change in the control of our Company in the five years immediately preceding the date of this Prospectus.

**EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY**

For details in relation to experience of our Promoters in the business of our Company, please refer to the chapter titled ***"Our Management"*** beginning on page of 169 this Prospectus.

## INTERESTS OF OUR PROMOTERS

**Interest in the Promotions of our Company:**

Our Promoters are interested in our Company to the extent of the promotion of our Company and to the extent of their respective equity shareholding in our Company and any dividend distribution that may be made by our Company with respect to their equity shares in the future. For details pertaining to our Promoter's shareholding, please refer to chapter titled ***"Capital Structure"*** beginning on page 71 of this Prospectus.

**Interest in the property of our Company:**

Except as given in the chapter titled ***"Our Business"*** beginning on page 125 of this Prospectus, our Promoters or Group Company do not have any interest in any property acquired by our Company in the preceding three (3) years of the date of this Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery.

**Interest as Member of our Company:**

As on the date of this Prospectus, our Promoter and Promoter Group collectively hold 60,00,000 Equity Shares of our Company and is therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company and benefits as provided in the section titled ***"Our Management"*** in that Remuneration details of our Directors on page 169 of this Prospectus, our Promoter does not hold any other interest in our Company.

**Interest in transactions for acquisition of land, construction of building and supply of machinery:**

None of our Promoters or Directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

**Interest of Promoters in Sales and Purchases:**

There are no sales/purchases between our Company and our Group Entity other than as stated in the section titled ***"Financial Information - Related Party Transactions"*** beginning on page 193 of this Prospectus.

**Other Interests in our Company:**

Except as disclosed in this Prospectus, our Promoters have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

**Confirmations:**

Our Company hereby confirms that:

➢ None of our Promoters or Directors have been declared as a willful defaulter or fraudulent borrower or is a fugitive economic offender.

➢ Neither our Company nor our Promoters, Promoter Group and Directors our Company are debarred from accessing the Capital Market by SEBI

➢ None of the promoters or directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by SEBI.

## PAYMENT OR BENEFITS TO THE PROMOTERS AND PROMOTER GROUP IN THE LAST TWO (2) YEARS

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section titled ***"Financial Information - Related Party Transactions"*** beginning on page 193 of this Prospectus.

## LITIGATION DETAILS PERTAINING TO OUR PROMOTERS

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters please refer to the section titled ***"Outstanding Litigations and Material Developments"*** beginning on page 232 of this Prospectus.

## DISASSOCIATION BY THE PROMOTERS FROM ENTITIES IN THE LAST THREE YEARS

As on the date of this Prospectus, none of our Promoters have disassociated themselves from any of the entities in the last three years.

## MATERIAL GUARANTEES PROVIDED BY OUR PROMOTERS

Except as stated in the chapter titled ***"Financial Indebtedness"*** beginning on page 220 of this Prospectus, there are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of this Prospectus.

## EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer to the chapter titled ***"Our Management"*** beginning on page 169 of this Prospectus.

## COMMON PURSUITS OF PROMOTERS AND PROMOTER GROUP ENTITIES

Our Group company is not involved in similar line of business as that of our Company. For further information on common pursuits and risks associated, please refer risk factor on 'conflicts of interest' in chapter titled **"Risk Factors"** beginning on page 30 of this Prospectus.

## OUR PROMOTER GROUP:

In compliance with SEBI Guideline, ***"Promoter Group"*** pursuant to the regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we confirm that following persons are part of promoter group:

**A) The promoter:**

As per Regulation 2(1)(pp)(i) of the SEBI ICDR Regulations, the following are the Promoters:

- Indra Sharda
- Varun Sharda

**B) Natural persons i.e., an immediate relative of the promoter (i.e., any spouse of that person, or any parent, brother, sister or child of the person or of the spouse)**

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

| Relationship | Name of the Promoters | |
|---|---|---|
| | **Indra Sharda** | **Varun Sharda** |
| Father | Late Bhanwan Lal Chittalangia | Late Aloke Sharda |
| Mother | Late Revtidevi Chittalangia | Indra Sharda |
| Spouse | Late Aloke Sharda | Anju Sharda |
| Brother | Late Rakesh Chittalangia | Anuj Sharda |
| Brother | Rajesh Chittalangia | - |
| Brother | Ravi Chittalangia | - |
| Sister | Seema Periwal | - |
| Son | Varun Sharda | Sanath Sharda |
| Son | Anuj Sharda | - |
| Spouse's Father | Late Shree Gopal Sharda | Lalit Kumar Ganeriwal |
| Spouse's Mother | Late Vidya Devi Sharda | Bina Ganeriwal |
| Spouse's Brother | Anup Sharda | Dipak Ganeriwal |
| Spouse's Sister | Anita Daga | Jyoti Nirmodiya |
| Spouse's Sister | Sunita Daga | - |

**C) Entities forming part of Promoter Group**

As per Regulation 2(1)(pp)(iii) of the SEBI ICDR Regulations, in case Promoter is a Body Corporate

| Nature of Relationship | Entity |
|---|---|
| Subsidiary or holding company of Promoter Company. | Not Applicable |
| Any Body corporate in which the promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate). | Not Applicable |
| Any Body Corporate in which a group of individuals or companies or combinations thereof acting in concert, which holds 20% or more of the equity share capital in that body corporate and such group of individuals or companies or combinations thereof also holds 20% or more of the equity share capital of the issuer and are also acting in concert. | Not Applicable |

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, in case Promoter is an Individual

| Nature of Relationship | Entity |
|---|---|
| Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member. | 1. Swastik Metcast Private Limited<br>2. Vidhya Metcorp (partnership firm)<br>3. Metal Forms (partnership firm) |
| Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital. | NIL |
| Any Hindu Undivided Family or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than twenty percent of total capital. | 1. Varun Sharda HUF<br>2. Aloke Sharda HUF |

**D) As per Regulation 2(1)(pp)(v) of the SEBI ICDR Regulations, all persons whose shareholding under the heading "shareholding of the promoter group":**

- Anuj Sharda
- Varsha Sharda
- Anju Sharda
- Aloke Sharda (HUF)
- Varun Sharda (HUF)

*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term 'group companies', includes (i) such companies (other than promoters and subsidiaries) with which there were related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and (ii) any other companies considered material by the board of directors of the relevant issuer company.

Pursuant to a resolution dated March 01, 2025 our Board has noted that in accordance with the SEBI ICDR Regulations, Group Companies of our Company shall include the companies (other than our Promoter) with which there were related party transactions, as per AS 18 and as disclosed in the Restated Summary Statement ('**Relevant Period**'). Additionally, companies shall be considered material, that are a part of the Promoter Group with which there were transactions in the most recent financial year and relevant stub period, respectively, as disclosed in the Restated Summary Statement included in the Issue Documents, exceeds individually or in the aggregate, 10% of the total restated revenue of our Company for the most recent financial year for which Restated Summary Statement are included in the Issue Documents, shall also be classified as Group Companies.

Accordingly, based on the parameters outlined above, as on the date of this Prospectus, Swastik Metcast Private Limited is considered as our Group Company

**Details of our Group Company**

**Swastik Metcast Private Limited**

***Registered office***

117A, Chittaranjan Avenue, Kolkata – 700073, West Bengal, India

***Financial Information***

The financial information derived from the audited financial statements of Swastik Metcast Private Limited for the last three financial years i.e., March 31, 2022, March 31, 2023, and March 31, 2024, as required under the SEBI ICDR Regulations is as follows:

***(₹ in Lakhs)***

| Particulars | March 31, 2024 | March 31, 2023 | March 31, 2022 |
|---|---|---|---|
| Equity | 60.00 | 60.00 | 60.00 |
| Reserves and Surplus (excluding revaluation reserve) | (69.41) | (64.42) | (63.05) |
| Sales/ Revenue from Operations | - | - | 1.25 |
| Profit/(Loss) after tax | (4.99) | (1.36) | (0.18) |
| Basic earnings per share | (0.83) | (0.23) | (0.03) |
| Diluted earnings per share | (0.83) | (0.23) | (0.03) |
| Net Asset Value per share | (1.57) | (0.74) | (0.51) |

**Nature and extent of interest of Group Companies**

***In the promotion of our Company***

Our Group Company is not interested in the promotion of our Company as on the date of the Prospectus.

***In the properties acquired by our Company in the past three years before filing this Prospectus or proposed to be acquired by our Company***

Our Group Company is not interested in the properties acquired by our Company in the three years preceding the filing of this Prospectus or proposed to be acquired by our Company.

***In transactions for acquisition of land, construction of building and supply of machinery, etc.***

Our Group Company is not interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

**Common pursuits among the Group Companies and our Company**

Our Group Company is not engaged in similar activities in which we operate. However, we shall adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, if and when they may arise.

**Related Business Transactions within our Group Companies and significance on the financial performance of our Company**

Other than the transactions disclosed in '***Summary of this Prospectus – Summary of Related Party Transactions***' on page 21 there are no other related business transactions with our Group Company.

**Litigation**

As on the date of this Prospectus, except as stated in in the section '*Outstanding Litigation and Other Material Developments*' there is no pending litigation involving our Group Company which will have a material impact on our Company.

***Cases filed against our group companies***

1. *Criminal Proceedings*

   Nil

2. *Actions taken by Statutory/Regulatory Authorities*

   Nil

3. *Tax Proceedings*

   Below are the details of pending tax cases involving our Directors, specifying the number of cases pending and the total amount involved:

*(₹ in lacs)*

| Particulars | Number of cases | Amount involved* |
|---|---|---|
| ***Indirect Tax*** | | |
| Sales Tax/VAT | 1 | 32.04* |
| Central Excise | Nil | Nil |
| Customs | Nil | Nil |
| Service Tax | Nil | Nil |
| **Total** | 1 | 32.04 |
| ***Direct Tax*** | | |
| Cases filed against our group companies | Nil | Nil |

| Particulars | Number of cases | Amount involved* |
|---|---|---|
| Cases filed by our group companies | Nil | Nil |
| **Total** | Nil | Nil |

**The Company has received an intimation DRC-01A vide reference number ZD191023013684M on 11th October 2023, under section 73 of the GST act 2017 for mismatch of returns , for which the due date of reply was 17th October 2023 . Since no reply was submitted a show cause notice under section 73/74 and GST DRC01 vide reference number ZD191124004548J was issued for the financial year 2018-19 stating the discrepancies found during examination of returns furnished by the RTP. The company had file a reply on 3rd November 2023 stating requisite replies with supporting documents further since no payment was received the additional commissioner, colootola passed an order demanding the outstanding dues of Rs. 3204493,(Integrated tax- 1424201+ Central tax - 890146+ State UT- tax 890146) including interest vide order number ZD190424046974Z on 27th April 2024. Aggrieved by this the company has filed an appeal to the appellate authority, west Bengal vide GST APL-01 on 19th February 2025. The appeal has been admitted vide reference number ZD1902250299560 on 19th February 2025 through from GST APL -02 and hearing notice has been issued. The matter is still pending.*

4. *Disciplinary action by SEBI or any stock exchange in the last five Fiscals*

Nil

5. *Other Material Litigations*

**Forace polymers private limited Vs Swastika metcast private limited. [Arbitation Execution/164/2023] [Commercial Court, Dehradun]**

*The Decree holder (Forace Polymer Private Limited) has filed for the execution petition of the commercial suit number 92/2022, decreed by the ADJ Commercial Court, Dehradun, Uttarakhand on 24th December 2022 for an outstanding claim of Rs. 33,40,802/- from Swastik Metcast Private Limited along with 9% interest till the date of realization of the dues. The matter is still pending.*

*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to, net operating profit after tax, working capital requirements, capital expenditure requirements, cash flow required to meet contingencies, outstanding borrowings, and applicable taxes including dividend distribution tax payable by our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under loan or financing arrangements our Company is currently availing of, or may enter into, to finance our fund requirements for our business activities. As on the date of this Prospectus, our Company does not have a formal dividend policy.

Upon listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

Our Company has not declared any dividends during the last three Financial Years. Further, our Company has not declared any dividend in the current Fiscal. There is no guarantee that any dividends will be declared or paid in future. For details in relation to the risk involved, please refer section titled "*Risk Factors*" on Page 30 of this Prospectus.

*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## SECTION V – FINANCIAL INFORMATION

## RESTATED FINANCIAL STATEMENTS


| S. No. | Particulars | Page No. |
|---|---|---|
| 1 | The examination report and the Restated Standalone Financial Statements for year ended March 31, 2025, March 31, 2024 and March 31, 2023. | 191 - 214 |


*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

**Independent Auditor's Examination Report on Restated Summary Statements**

**To,**
**The Board of Directors**
**Swastika Castal Limited**
117A Chittaranjan Avenue,
Kolkata, West Bengal,
India, 700073.

1. We have examined the attached restated Financial statements of Swastika Castal Limited (hereinafter referred to as "**the Company"**) comprising the restated statement of assets and liabilities as at March 31st 2025, March 31st 2024 and March 31st 2023, restated statement of profit and loss and restated cash flow statement for the financial period/year ended on March 31st 2025, March 31st 2024 and March 31st 2023, and the summary statement of significant accounting policies and other explanatory information (collectively referred to as the "**Restated Summary Statements**") annexed to this report and initialled by us for identification purposes. These Restated Summary Statements have been prepared by the management of the Company and approved by the board of directors at their meeting in connection with the proposed Initial Public Offering on SME Platform of Bombay Stock Exchange ("BSE" or "BSE SME" ).

2. These restated summary statements have been prepared in accordance with the requirements of:

   (i) Section 26 of Part – I of Chapter III of Companies Act, 2013 (the "**Act**") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
   (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("**ICDR Regulations"**) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI"**);
   (iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**Guidance Note**")

3. The Company's Board of Directors is responsible for the preparation of the Restated Summary Statements for inclusion in the Draft Red-Herring Prospectus/Red Herring Prospectus/ Prospectus ("**Offer Document**") to be filed with BSE Limited and Registrar of Companies (Kolkata) in connection with the proposed IPO. The Restated Summary Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Summary Statements. The responsibility of the board of directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Summary Statements. The board of directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

4. We have examined such Restated Summary Statements taking into consideration:

   (i) The terms of reference and terms of our engagement letter requesting us to carry out the assignment, in connection with the proposed SME IPO;

   (ii) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   (iii) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Summary Statements;

   (iv) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. The Restated Summary Statements of the Company have been compiled by the management from audited financial statements for the period/year ended on March 31st 2025, March 31st 2024 and March 31st 2023.

6. Audit for the financial period/year ended March 31st 2025 and March 31st 2024 was audited by us vide our report dated March 20th, 2025 and September 02nd, 2024 respectively. Audit for the financial year ended March 31st 2023, was conducted by vide report dt. September 04, 2023. The same audit had been done by previous auditor.The financial report included for these years is based solely on the report submitted by him. . There are no audit qualifications in the audit reports except for the Financial Year 2023-24 regarding Acturial Valuation of it's Gratuity Liability as required by the Standard and the provision was not made on such valuation. Considering the Restated Financial Statements, the same adjustments had been incorporated in the Restated Financial Statements.

7. Based on our examination and according to information and explanations given to us, we are of the opinion that the Restated Summary Statements:

   a) Have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping / reclassifications retrospectively in the financial period/year ended on March 31, 2025, March 31, 2024, and March 31, 2023.

   b) do not require any adjustment for modification as there is no modification in the underlying audit reports;

   c) have no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.

   d) have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.

8. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:

   **(i)** The "**restated statement of asset and liabilities**" of the Company as at March 31, 2025, March 31, 2024 and March 31, 2023,examined by us, as set out in **Annexure I** to this report read with Corporate Information, Basis of Preparation & Summary of Significant Accounting Policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

   **(ii)** The "**restated statement of profit and loss**" of the Company for the financial period/year ended as at March 31, 2025, March 31, 2024 and March 31, 2023,examined by us, as set out in **Annexure II** to this report read with Corporate Information, Basis of Preparation & Summary of Significant Accounting Policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

   **(iii)** The **"restated statement of cash flows**" of the Company for the financial period/year ended as at March 31, 2025, March 31, 2024 and March 31, 2023 examined by us, as set out in **Annexure III** to this report read with Corporate Information, Basis of Preparation & Summary of Significant Accounting Policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to restated summary statements to this report.

9. We have also examined the following other financial information relating to the Company prepared by the management and as approved by the board of directors of the Company and annexed to this report relating to the Company for the financial period ended as at March 31st 2025 and year ending as at March 31st 2024 and March 31st 2023 proposed to be included in the Offer Document.

**Annexure to Restated Summary Statements of the Company:-**

I. Summary statement of assets and liabilities, as restated as appearing in ANNEXURE I;
II. Summary statement of profit and loss, as restated as appearing in ANNEXURE II;
III. Summary statement of cash flows as restated as appearing in ANNEXURE III;
IV. Corporate Information, Basis of Preparation & Summary of Significant Accounting Policies as appearing in ANNEXURE IV;
V. Notes to Restated Summary Statements as appearing in ANNEXURE V to this report;

10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

Our report is intended solely for use of the board of directors for inclusion in the offer document to be filed with BSE and Registrar of Companies (Kolkata) in connection with the proposed SME IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**For, O P Rathi & Co.**
***Chartered Accountants***
**FRN: 108718W**

**SD/-**

**Ruchi Rathi**
Partner
**M.No.: 122137**
UDIN : 25122137BMHTXO6268
Place: Vadodara
Date: 05th July 2025

## Swastika Castal Limited

**CIN: U27101WB1996PLC079995**

**Restated Summary Statements**

**Annexure I - Restated Summary Statement of Assets and Liabilities**

*(All amounts are in Indian Rupees in Lakhs, except as otherwise stated)*

| Particulars | Note | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| **I. EQUITY AND LIABILITIES** | | | | |
| **1 Shareholder's funds** | | | | |
| (a) Share capital | 3 | 600.00 | 150.00 | 150.00 |
| (b) Reserves and surplus | 4 | 466.98 | 653.49 | 588.51 |
| | | **1,066.98** | **803.49** | **738.51** |
| **2 Non-current liabilities** | | | | |
| (a) Long-term borrowings | 5 | 191.58 | 366.61 | 362.39 |
| (b) Deferred tax liabilities (Net) | 6 | 110.20 | 111.35 | 108.13 |
| (c) Long-term provisions | 7 | 11.44 | 7.20 | 9.74 |
| | | **313.22** | **485.16** | **480.27** |
| **3 Current liabilities** | | | | |
| (a) Short-term borrowings | 5 | 720.07 | 530.82 | 601.21 |
| (b) Trade Payables | 8 | | | |
| - total outstanding dues of Micro, Small and Medium enterprises; and | | 367.18 | 171.90 | 342.37 |
| - total outstanding dues of creditors other than Micro, Small and Medium enterprises | | 375.22 | 128.33 | 138.94 |
| (c) Short-term provisions | 7 | 105.83 | 51.45 | 23.32 |
| (d) Other current liabilities | 9 | 134.44 | 210.94 | 298.98 |
| | | **1,702.75** | **1,093.43** | **1,404.82** |
| **TOTAL** | | **3,082.94** | **2,382.08** | **2,623.59** |
| **II. ASSETS** | | | | |
| **1 Non-current assets** | | | | |
| (a) Property, plant and equipment | 10 | 981.14 | 910.74 | 891.27 |
| (b) Other non-current assets | 11 | 23.01 | 20.69 | 16.33 |
| | | **1,004.15** | **931.44** | **907.60** |
| **2 Current Assets** | | | | |
| (a) Inventories | 12 | 774.71 | 633.33 | 695.03 |
| (b) Trade receivables | 13 | 1,069.48 | 571.09 | 702.12 |
| (c) Cash and cash equivalents | 14 | 86.13 | 124.52 | 182.30 |
| (d) Short-term loans and advances | 15 | 13.80 | 21.60 | 17.75 |
| (e) Other current assets | 16 | 134.68 | 100.10 | 118.80 |
| | | **2,078.80** | **1,450.64** | **1,715.99** |
| **TOTAL** | | **3,082.94** | **2,382.08** | **2,623.59** |

Summary of significant accounting policies 2

The accompanying notes form an integral part of the Restated Summary Statements (Annexure V)

As per our report of even date attached

for **O.P. Rathi & Co.**
*Chartered Accountants*
F.R. No. 108718W

**SD/-**
**Ruchi Rathi**
*Partner*
M. No. 122137
UDIN: 25122137BMHTXO6268

Place: Vadodara
Date: 05/07/2025

**for and on behalf of the Board of Directors of**
**Swastika Castal Limited**

SD/-
**Varun Sharda**
*Managing Director*
DIN- 01571483

SD/-
**Varsha Sharda**
*Director*
DIN- 05291150

SD/-
**Gopalkumar Gandhi**
*Chief Financial Officer*

SD/-
**Mukesh Khanna**
*Company Secretary*
M. No.2437
Place: Vadodara
Date: 05/07/2025

## Swastika Castal Limited

**CIN: U27101WB1996PLC079995**
**Restated Summary Statements**
**Annexure II - Restated Summary Statement of Profit and Loss**
*(All amounts are in Indian Rupees in Lakhs, except as otherwise stated)*

| Particulars | Note | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|---|
| I. Revenue from operations | 17 | 2,966.12 | 2,277.24 | 2,401.09 |
| II. Other income | 18 | 65.16 | 58.22 | 40.25 |
| **III. Total revenue (I+ II)** | | **3,031.28** | **2,335.46** | **2,441.34** |
| **IV. Expenses:** | | | | |
| (a) Cost of materials consumed | 19 | 1,275.79 | 838.78 | 953.44 |
| (b) Changes in inventories of finished goods, work-in-progress and stock-in-trade | 20 | (168.32) | 44.24 | (97.25) |
| (c) Direct & manufacturing expenses | 21 | 1,119.14 | 946.87 | 983.56 |
| (d) Employee benefit expenses | 22 | 149.74 | 140.74 | 233.07 |
| (e) Finance costs | 23 | 111.41 | 105.94 | 102.02 |
| (f) Depreciation and amortisation expense | 24 | 61.69 | 57.61 | 54.63 |
| (g) Other expenses | 25 | 134.32 | 108.32 | 127.89 |
| **Total expenses** | | **2,683.77** | **2,242.50** | **2,357.35** |
| **V. Profit before extraordinary items and exceptional items and tax (III - IV)** | | **347.52** | **92.96** | **83.99** |
| VI. Extraordinary items & exceptional items | | - | - | - |
| **VII. Profit before tax (V - VI)** | | **347.52** | **92.96** | **83.99** |
| **VIII. Tax expense:** | | | | |
| (a) Current tax | | 85.17 | 24.77 | 18.61 |
| (b) Deferred tax | | (1.15) | 3.22 | 6.91 |
| **Total tax expense** | | **84.02** | **27.99** | **25.51** |
| **IX. Profit/(loss) for the year (VI - VII)** | | **263.49** | **64.98** | **58.47** |
| **X. Earnings per equity share of Rs. 10/- each** | 26 | | | |
| -Basic | | **4.39** | **1.08** | **0.97** |
| -Diluted | | **4.39** | **1.08** | **0.97** |

Summary of significant accounting policies 2
The accompanying notes form an integral part of the Restated Summary Statements (Annexure V)

As per our report of even date attached
for **O.P. Rathi & Co.**
*Chartered Accountants*
Firm Registration No. 108718W

SD/-
**Ruchi Rathi**
*Partner*
Membership No. 122137
UDIN: 25122137BMHTXO6268

Place: Vadodara
Date: 05-07-2025

**for and on behalf of the Board of Directors of**
**Swastika Castal Limited**

SD/-
**Varun Sharda**
*Managing Director*
DIN- 01571483

SD/-
**Varsha Sharda**
*Director*
DIN- 05291150

SD/-
**Gopalkumar Gandhi**
*Chief Financial Officer*

SD/-
**Mukesh Khanna**
*Company Secretary*
Membership No.2437
Place: Vadodara
Date: 05/07/2025

# Swastika Castal Limited

**CIN: U27101WB1996PLC079995**

**Restated Summary Statements**

**Annexure III - Restated Summary Statement of Cash Flows**

*(All amounts are in Indian Rupees in Lakhs, except as otherwise stated)*

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| **A. Cash flows from operating activities** | | | |
| Profit before tax | 347.52 | 92.96 | 83.99 |
| Adjustments to reconcile profit before tax to net cash flows: | | | |
| Depreciation and amortisation expense | 61.69 | 57.61 | 54.63 |
| Finance cost | 111.41 | 105.94 | 102.02 |
| Interest income on fixed deposits | (1.87) | (1.61) | (1.50) |
| Unrealised exchange (gain)/loss | 4.67 | (3.79) | (5.06) |
| (Gain)/loss on sale of fixed assets | (2.32) | - | (0.45) |
| **Operating profit before working capital changes** | **521.09** | **251.11** | **233.62** |
| **Working capital adjustments:** | | | |
| ***Adjustments for (increase)/ decrease in operating assets:*** | | | |
| Inventories | (141.38) | 61.69 | (95.52) |
| Trade receivables | (502.53) | 134.81 | 20.91 |
| Short-term loans and advances | 7.80 | (3.85) | (9.84) |
| Other non-current and current assets | (36.90) | 14.34 | (45.17) |
| ***Adjustments for increase/ (decrease) in operating liabilities:*** | | | |
| Trade payables | 442.17 | (181.07) | 47.59 |
| Provisions | 29.87 | 21.59 | 0.69 |
| Other current liabilities | (76.50) | (88.04) | (27.40) |
| **Cash (used in)/ generated from operating activities** | **243.63** | **210.59** | **124.87** |
| Income taxes (paid)/ refunded | (56.42) | (20.78) | (13.00) |
| **Net cash (used in)/ generated from operating activities (A)** | **187.22** | **189.81** | **111.88** |
| **B. Cash flows from investing activities** | | | |
| Acquisition of property, plant and equipment | (136.39) | (77.09) | (89.13) |
| Proceeds from sale of property, plant and equipment | 6.63 | - | 1.02 |
| Interest received on fixed deposits | 1.87 | 1.61 | 1.50 |
| Deposits placed with banks (net) | (1.83) | 1.05 | (3.85) |
| **Net cash (used in)/ generated from investing activities (B)** | **(129.71)** | **(74.42)** | **(90.47)** |
| **C. Cash flows from financing activities** | | | |
| Net proceeds from/ (repayment of long-term borrowings | (175.04) | 4.22 | 29.04 |
| Net proceeds from/ (repayment of short-term borrowings | 188.73 | (70.40) | 97.75 |
| Finance cost | (111.41) | (105.94) | (102.02) |
| **Net cash (used in)/ generated from financing activities (C)** | **(97.72)** | **(172.12)** | **24.76** |
| **Net (decrease)/ increase in cash and cash equivalents (A + B + C)** | **(40.22)** | **(56.73)** | **46.17** |
| Cash and cash equivalents at the beginning of the period/ year | 93.61 | 150.34 | 104.16 |
| **Cash and cash equivalents at the end of the period/ year** | **53.39** | **93.61** | **150.34** |

**Notes to Restated Summary Statement of Cash Flows**

**i) Components of cash and cash equivalents:**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| Cash on hand | 2.45 | 1.44 | 2.00 |
| Balances with banks | | | |
| - In current accounts | 9.58 | 32.86 | 68.67 |
| - Cheques in hand | 41.36 | 59.31 | 79.67 |
| **Total** | **53.39** | **93.61** | **150.34** |

ii) The above cash flow statement has been prepared under the 'Indirect Method' as set out in the AS-3 " Cash Flow Statements" as specified under Section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

iii) Figures of previous years have been regrouped/ reclassified wherever necessary.

Summary of significant accounting policies 2

The accompanying notes form an integral part of the Restated Summary Statements (Annexure V)

As per our report of even date attached

for **O.P. Rathi & Co.**
*Chartered Accountants*
Firm Registration No. 108718W

SD/-
**Ruchi Rathi**
*Partner*
Membership No. 122137

Place: Vadodara
Date: 05-07-2025

**for and on behalf of the Board of Directors of**
**Swastika Castal Limited**

SD/-
**Varun Sharda**
*Managing Director*
DIN- 01571483

SD/-
**Varsha Sharda**
*Director*
DIN- 05291150

SD/-
**Gopalkumar Gandhi**
*Chief Financial Officer*

SD/-
**Mukesh Khanna**
*Company Secretary*
Membership No.2437

Place: Vadodara
Date: 05/07/2025

# Swastika Castal Limited

**CIN: U27101WB1996PLC079995**

**Restated Summary Statements**

**Annexure IV - Corporate Information, Basis of Preparation & Summary of Significant Accounting Policies**

*(All amounts are in Indian Rupees in Lakhs, except as otherwise stated)*

**1 Corporate information:**

Swastika Castal Limited (the "Company") is a company domiciled in India and incorporated on June 10, 1996. The Company's registered office is situated at 117A Chittaranjan Avenue, Kolkata, West Bengal, India, 700073. The company is engaged in the business of manufacturing aluminum casting products having application in varied industries like auto, power, power transmission, etc.

**2 Significant accounting policies:**

**2.1 Basis of accounting & preparation of financial statements:**

The Restated Summary Statements of the Company comprises of the Restated Summary Statement of Assets and Liabilities (Annexure I) of the Company as at March 31, 2025, March 31, 2024 & March 31, 2023, the Restated Summary Statement of Profit and Loss (Annexure II) and the Restated Summary Statement of Cash Flows (Annexure III) for the year ended March 31, 2025, March 31, 2024 & March 31, 2023 and the Summary of Significant Accounting Policies and Notes to Restated Summary Statements (Annexure IV) (together referred to as "Restated Summary Statements").These Restated Summary Statements have been compiled by the management from the audited financial statements of the Company for the year ended March 31, 2025, March 31, 2024 & March 31, 2023 approved by the Board of Directors of the Company.

These Restated Summary Statements comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 (the "Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") issued by SEBI and Guidance note on Reports in Companies Prospectuses (Revised 2019) ("Guidance Note") and have been prepared specifically for inclusion in the offer document to be filed by the Company with the BSE in connection with its proposed SME IPO.

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles in India.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current – non-current classification of assets and liabilities.

All amounts included in the financial statements are reported in Lakhs and 2 decimals thereof in Indian Rupees except as otherwise provided in these Restated Summary Statements.

**2.2 Use of estimates:**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise.

**2.3 Revenue recognition:**

Revenue from sale of goods is recognized at the point of time when significant risk and rewards of ownership of the goods is transferred to the customer, generally on dispatch/delivery of the goods except in case of export sales, which are recognized on the basis of bill of lading on satisfaction of performance obligation and transfer of control, provided it can be reliably measured and it's reasonable to expect ultimate collection of it. Gross sales are of net trade discount, rebates and GST.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable. All other income and expenditure are recognized and accounted for on accrual basis.

**2.4 Property, plant & equipment:**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at acquisition cost, less accumulated depreciation and impairment losses, if any. The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, borrowing cost and directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discount or rebate is deducted in arriving at the purchase price.

Subsequent expenditures related to an item of property, plant & equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Assets which are not ready for their intended use are disclosed under capital work-in- progress and all the cost relating to such assets are shown under work-in-progress.

Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

**Depreciation:**

Depreciation on tangible fixed assets is calculated on the Straight Line Method (SLM) based on the useful lives and residual values estimated by the management in accordance with Schedule II to the Companies Act, 2013 except in respect of following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, and maintenance support, etc.

| Asset class | Useful life (in years) |
|---|---|
| Dyes | 20 |
| Factory building | 40 |
| Jigs & fixtures | 20 |
| Plant & machinery | 25 |

Freehold land is not depreciated. Useful life considered for calculation of depreciation for various class of assets are as under:

| Asset class | Useful life (in years) |
|---|---|
| Computer | 3 |
| Electrical installation | 10 |
| Fire equipment | 15 |
| Furnitures & fixtures | 10 |
| Lab equipments | 10 |
| Office equipments | 5 |
| Measuring instruments | 15 |
| Vehicles | 8 |
| Tube well | 5 |

The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset.

All fixed assets individually costing Rs. 5000/- or less are fully depreciated in the year of installation/purchase.

Depreciation on assets acquired/sold during the year is recognized on a pro-rata basis to the statement of profit and loss till the date of acquisition/sale.

**Impairment of assets:**

The Management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal.

**2.5 Inventories:**

Inventories comprises of raw materials, work-in-progress, finished goods, packing materials & stores & spares. Inventories are valued as follows:

i) Raw materials, packing materials & stores & spares:
Valued at cost or net realizable value. Cost includes purchase price and other costs incurred to bring the materials to their present location and condition.

ii) Work-in-progress and finished goods:
Valued at raw material cost plus proportionate conversion cost. In certain cases where detailed costing is impractical, work-in-progress and finished goods may be valued based on the estimated selling price less an appropriate margin to arrive at a fair representation of net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**2.6 Retirement benefits & other employee benefits:**

i) Short-term obligations:
All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

ii) Post-employment benefits:

a) Defined contribution plan: The Company's contribution to Provident Fund and Employees State Insurance Scheme is determined based on a fixed percentage of the eligible employees salary and charged to the statement of profit and loss on accrual basis.

b) Defined benefit plan: The Company has made provision for payment of gratuity to its employees based on actuarial valuation carried out using the Projected Unit Credit Method.

**2.7 Foreign currency transactions:**

Transactions denominated in foreign currencies entered into by the Company are recorded in the functional currency (i.e. Indian Rupees), by applying the exchange rate prevailing on the date of transaction. Foreign currency denominated assets and liabilities if any are translated at exchange rates in effect at the Balance Sheet date. Non-monetary items are recorded at exchange rate prevailing on the date of transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is measured. Exchange differences arising out of these translations are recognized in the statement of profit and loss.

**2.8 Borrowing costs:**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized. All other borrowing costs are expensed in the period in which they occur.

**2.9 Income tax:**

The accounting treatment for the income tax in respect of the Company's income is based on the Accounting Standard on 'Accounting for Taxes on Income' (AS-22). The provision made for income tax in accounts comprises both, current tax and deferred tax.

Provision for current tax is made on the assessable income tax rate applicable to the relevant assessment year after considering various deductions available under the Income Tax Act, 1961.

The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is virtual certainty with convincing evidence that these would be realized in future. At each Balance Sheet date, the carrying amount of deferred tax is reviewed and consequential adjustments are carried out.

**2.10 Earnings per share:**

Basic earnings per share are calculated by dividing the net profit or loss for the period (after deducting preference dividends and attributable taxes) by the weighted average number of equity share outstanding during the period.

For the purpose calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**2.11 Provisions, contingent liabilities and contingent assets:**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

Contingent liabilities are disclosed in the notes to accounts for:

i) Possible obligations which will be confirmed only by future events not wholly within the control of the Company, or

ii) Present obligations arising from past events where it is not probable that an outflow of economic resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statements since this may result in the recognition of the income that may never be realized.

**2.12 Leases:**

Lease arrangements where risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating lease. Lease rentals under operating leases are recognized in the statement of profit & loss on a straight-line basis.

**2.13 Cash & cash equivalents:**

Cash and cash equivalents comprises cash-in-hand, current accounts, fixed deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. Other bank balances are short-term balance ( with original maturity is more than three months but less than twelve months).

**2.14 Segment reporting:**

The company operates in a single segment i.e. "Aluminum casting products manufacturing" and hence does not have any additional disclosures to be made under AS - 17 Segment Reporting.

**2.15 Events after reporting date:**

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

# Swastika Castal Limited

**CIN: U27101WB1996PLC079995**

**Restated Summary Statements**

**Annexure V - Notes to Restated Summary Statements**

*(All amounts are in Indian Rupees in Lakhs, except as otherwise stated)*

**3 Share Capital**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **Authorised:** | | | |
| 90,00,000 (P.Y. 20,00,000) equity shares of Rs. 10/- each | 900.00 | 200.00 | 200.00 |
| **Issued, subscribed and paid-up:** | | | |
| 60,00,000 (P.Y. 15,00,000) equity shares of Rs. 10/- each | 600.00 | 150.00 | 150.00 |
| **Total** | **600.00** | **150.00** | **150.00** |

**3.1 Right, preferences and restrictions attached to shares**

For all matters submitted to vote in a shareholders meeting of the Company every holder of an equity share as reflected in the records of the Company on the date of the shareholders meeting shall have one vote in respect of each share held. Any dividend declared by the company shall be paid to each holder of equity shares in proportion to the number of shares held to total equity shares outstanding as on that date. In the event of liquidation of the Company all preferential amounts if any shall be discharged by the Company. The remaining assets of the Company shall be distributed to the holders of equity shares in proportion to the number of shares held to the total equity shares outstanding as on that date.

**3.2 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| Number of shares at the beginning of year | 15,00,000 | 15,00,000 | 15,00,000 |
| Add: bonus shares issued during the year | 45,00,000 | - | - |
| **Number of shares at the end of year** | **60,00,000** | **15,00,000** | **15,00,000** |

**3.3 Details of shareholders holding more than 5% shares in the Company**

| Name of shareholders | % of holding | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|
| Indra Sharda | 39.29% | 23,57,200 | 5,89,300 | 5,89,300 |
| Varun Sharda | 36.71% | 22,02,400 | 5,50,600 | 5,50,600 |
| Anuj Sharda | 10.16% | 6,09,600 | 1,52,400 | 1,52,400 |
| Anju Sharda | 5.00% | 3,00,000 | 75,000 | 75,000 |
| **Total** | | **54,69,200** | **13,67,300** | **13,67,300** |

**3.4 Details of shares held by promoters**

**As at March 31, 2025**

| Name of promoters | No. of shares | % of total shares |
|---|---|---|
| Indra Sharda | 23,57,200 | 39.29% |
| Varun Sharda | 22,02,400 | 36.71% |
| **Total** | **45,59,600** | **75.99%** |

**As at March 31, 2024**

| Name of promoters | No. of shares | % of total shares |
|---|---|---|
| Indra Sharda | 5,89,300 | 39.29% |
| Varun Sharda | 5,50,600 | 36.71% |
| **Total** | **11,39,900** | **75.99%** |

**As at March 31, 2023**

| Name of promoters | No. of shares | % of total shares |
|---|---|---|
| Indra Sharda | 5,89,300 | 39.29% |
| Varun Sharda | 5,50,600 | 36.71% |
| **Total** | **11,39,900** | **75.99%** |

**4 Reserves & surplus**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **Surplus of profit & loss account** | | | |
| Balance at the beginning of year | 536.49 | 471.51 | 413.04 |
| Add: Profit for the year | 263.49 | 64.98 | 58.47 |
| Less: Bonus shares issued | (450.00) | - | - |
| **Balance at the end of year** | **349.98** | **536.49** | **471.51** |
| | | | |
| **Securities premium** | | | |
| Balance at the beginning of year | 117.00 | 117.00 | 117.00 |
| Add: Premium on shares issued | - | - | - |
| **Balance at the end of year** | **117.00** | **117.00** | **117.00** |
| **Total** | **466.98** | **653.49** | **588.51** |

**5 Borrowings**

**5.1 Long-term borrowings**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **Secured** | | | |
| Term loans from banks | 63.59 | 115.23 | 189.58 |
| Vehicle loans | 42.01 | 20.24 | 19.77 |
| | **105.60** | **135.47** | **209.35** |
| **Unsecured** | | | |
| Term loans from financial institutions | 43.79 | 50.75 | 17.69 |
| From directors and relatives | 49.18 | 170.47 | 140.81 |
| From others | 51.42 | 81.66 | 86.87 |
| | **144.39** | **302.87** | **245.36** |
| Less: current maturities of long-term borrowings | **(58.41)** | **(71.73)** | **(92.32)** |
| **Total** | **191.58** | **366.61** | **362.39** |

*(Refer note 5.3 for terms of security, repayment and other relevant details)*

**5.2 Short-term borrowings**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **Secured** | | | |
| Cash credit facility | 599.05 | 459.08 | 508.89 |
| PCFC from banks | 62.61 | - | - |
| Other short-term borrowings from banks | - | - | - |
| | **661.66** | **459.08** | **508.89** |
| Add: current maturities of long-term borrowings | 58.41 | 71.73 | 92.32 |
| **Total** | **720.07** | **530.82** | **601.21** |

*(Refer note 5.3 for terms of security, repayment and other relevant details)*

**6 Deferred tax liability (Net)**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **Deferred tax liability** | | | |
| DTL on WDV of fixed assets | 114.38 | 114.01 | 110.66 |
| **Gross deferred tax liability** | **114.38** | **114.01** | **110.66** |
| | | | |
| **Deferred tax assets** | | | |
| DTA on Provision for gatuity | 3.69 | 2.66 | 2.53 |
| DTA on Provision for bonus | 0.48 | - | - |
| **Gross deferred tax asset** | **4.17** | **2.66** | **2.53** |
| **Net deferred tax liability** | **110.20** | **111.35** | **108.13** |

**7 Provisions**

**7.1 Long-term provisions**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **Provision for employee benefits** | | | |
| Gratuity | 14.67 | 10.24 | 9.74 |
| Less: current maturities | 3.24 | 3.04 | - |
| **Total** | **11.44** | **7.20** | **9.74** |

**7.2 Short-term provisions**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **Provision for employee benefits** | | | |
| Salary payable | 10.37 | 8.31 | 4.79 |
| Current maturities of gratuity | 3.24 | 3.04 | - |
| | **13.61** | **11.35** | **4.79** |
| **Others** | | | |
| Audit fees payable | 3.50 | 2.60 | 0.80 |
| Provision for income tax (net of taxes paid) | 45.42 | 16.66 | 12.68 |
| Provision for other expenses | 43.30 | 20.84 | 5.06 |
| | **92.22** | **40.10** | **18.54** |
| **Total** | **105.83** | **51.45** | **23.32** |

**8 Trade payables**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| (A) Micro, Small and Medium enterprises | 367.18 | 171.90 | 342.37 |
| (B) Others | 375.22 | 128.33 | 138.94 |
| **Total** | **742.41** | **300.24** | **481.31** |

**8.1 Disclosure as required by Micro, Small and Medium Enterprises Development Act, 2006**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| (A) (i) Principal amount remaining unpaid | 367.18 | 171.90 | 342.37 |
| (A) (ii) Interest amount remaining unpaid | - | - | - |
| (B) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day | - | - | - |
| (C) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006 | - | - | - |
| (D) Interest accrued and remaining unpaid | - | - | - |
| (E) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises | - | - | - |

*(Note: The above information has been complied in respect of parties to the extent they could be identified as micro & small enterprises on the basis of information available with the company regarding the status of registration of such vendors under the said act, as per the information received from them on requests made by the company. In addition, the company deals with the various Micro, Small and Medium enterprises on mutually accpeted terms and conditions. Currently, the Company is in discussions with these enterprises regarding the finalization of payment terms. Accordingly, any provision for interest payable to such enterprises under the Micro, Small & Medium Enterprises Development Act, 2006, will be recognized by the Company once the payment terms are finalized.)*

**8.2 Trade payables ageing schedule**

**As at March 31, 2025**

| Particulars | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|
| MSME | 366.12 | 1.06 | - | - | **367.18** |
| Others | 373.50 | 1.73 | - | - | **375.22** |
| Disputed dues- MSME | - | - | - | - | **-** |
| Disputed- others | - | - | - | - | - |
| **Total** | **739.62** | **2.79** | **-** | **-** | **742.41** |

**As at March 31, 2024**

| Particulars | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|
| MSME | 169.85 | 1.74 | 0.31 | - | **171.90** |
| Others | 124.18 | 3.84 | 0.21 | 0.10 | **128.33** |
| Disputed dues- MSME | - | - | - | - | **-** |
| Disputed- others | - | - | - | - | - |
| **Total** | **294.03** | **5.58** | **0.52** | **0.10** | **300.24** |

**As at March 31, 2023**

| Particulars | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|
| MSME | 314.88 | 24.30 | 3.20 | - | **342.37** |
| Others | 129.75 | 3.64 | 0.70 | 4.84 | **138.94** |
| Disputed dues- MSME | | | | | **-** |
| Disputed- others | | | | | **-** |
| **Total** | **444.63** | **27.94** | **3.90** | **4.84** | **481.31** |

**9 Other current liabilities**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| Statutory dues | 5.00 | 12.70 | 14.24 |
| Advance received from customers | 0.40 | 1.43 | 0.06 |
| Cheques issued but not yet presented | 125.53 | 191.99 | 279.15 |
| Other payables | 3.52 | 4.82 | 5.52 |
| **Total** | **134.44** | **210.94** | **298.98** |

**11 Other non-current assets**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| Security deposits | 23.01 | 20.69 | 16.33 |
| **Total** | **23.01** | **20.69** | **16.33** |

**12 Inventories**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| Raw material | 8.94 | 35.89 | 53.34 |
| Work-in-progress | 740.61 | 574.74 | 623.69 |
| Stores & spares | 22.16 | 19.71 | 14.49 |
| Packing material | 3.00 | 3.00 | 3.50 |
| **Total** | **774.71** | **633.33** | **695.03** |

**13 Trade receivables**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| Secured, Considered good | - | - | - |
| Unsecured, Considered Good | 1,069.48 | 571.09 | 702.12 |
| Doubtful | - | - | - |
| **Total** | **1,069.48** | **571.09** | **702.12** |

**13.1 Trade receivables ageing schedule**

**As at March 31, 2025**

| Particulars | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|
| (i) Undisputed trade receivables (considered good) | 943.29 | 24.16 | 53.27 | 23.26 | 25.50 | **1,069.48** |
| (ii) Undisputed trade receivables (considered doubtful) | - | - | - | - | - | - |
| (iii) Disputed trade receivables considered good | - | - | - | - | - | - |
| (iv) Disputed trade receivables considered doubtful | - | - | - | - | - | - |
| **Total** | **943.29** | **24.16** | **53.27** | **23.26** | **25.50** | **1,069.48** |

**As at March 31, 2024**

| Particulars | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|
| (i) Undisputed trade receivables (considered good) | 444.12 | 54.34 | 43.24 | 14.47 | 14.94 | **571.09** |
| (ii) Undisputed trade receivables (considered doubtful) | - | - | - | - | - | - |
| (iii) Disputed trade receivables considered good | - | - | - | - | - | - |
| (iv) Disputed trade receivables considered doubtful | - | - | - | - | - | - |
| **Total** | **444.12** | **54.34** | **43.24** | **14.47** | **14.94** | **571.09** |

**As at March 31, 2023**

| Particulars | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
|---|---|---|---|---|---|---|
| (i) Undisputed trade receivables (considered good) | 634.31 | 30.85 | 20.23 | 9.94 | 6.78 | **702.12** |
| (ii) Undisputed trade receivables (considered doubtful) | - | - | - | - | - | - |
| (iii) Disputed trade receivables considered good | - | - | - | - | - | - |
| (iv) Disputed trade receivables considered doubtful | - | - | - | - | - | - |
| **Total** | **634.31** | **30.85** | **20.23** | **9.94** | **6.78** | **702.12** |

**14 Cash & cash equivalents**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| ***Cash & cash equivalents*** | | | |
| Cash on hand | 2.45 | 1.44 | 2.00 |
| Balances with banks | | | |
| - In current accounts | 9.58 | 32.86 | 68.67 |
| - Cheques in hand | 41.36 | 59.31 | 79.67 |
| | **53.39** | **93.61** | **150.34** |
| ***Other bank balances with scheduled banks*** | | | |
| Fixed deposits with banks (original maturity more than 3 months) | 32.74 | 30.91 | 31.97 |
| | **32.74** | **30.91** | **31.97** |
| **Total** | **86.13** | **124.52** | **182.30** |

**15 Short-term loans & advances**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| Advances to staff | 13.80 | 21.60 | 17.75 |
| **Total** | **13.80** | **21.60** | **17.75** |

**16 Other current assets**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| Balances with revenue authorities | 98.53 | 81.52 | 83.79 |
| Pre-paid expenses | 2.76 | 1.42 | 1.88 |
| Advance to vendors | 23.12 | 17.16 | 24.14 |
| Other assets | 10.27 | - | 9.00 |
| **Total** | **134.68** | **100.10** | **118.80** |

**17 Revenue from operations**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| **Sale of products** | | | |
| Export | 1,018.54 | 780.16 | 898.65 |
| Domestic | 2,052.43 | 1,656.59 | 1,678.20 |
| Less : Domestic Sales return | 118.44 | 172.35 | 193.11 |
| | **2,952.53** | **2,264.40** | **2,383.74** |
| **Other operating revenues** | | | |
| Export incentives | 13.59 | 12.59 | 17.35 |
| Job-work | - | 0.25 | - |
| | **13.59** | **12.84** | **17.35** |
| **Net revenue from operations** | **2,966.12** | **2,277.24** | **2,401.09** |

**18 Other income**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| **Interest income** | | | |
| - From bank | 1.87 | 1.61 | 1.50 |
| - From security deposits | - | 1.08 | 0.68 |
| - From others | - | 1.53 | 0.13 |
| | **1.87** | **4.22** | **2.31** |
| **Other non-operating revenues** | | | |
| Exchange gain | 12.53 | 5.74 | 27.09 |
| Rental income on lease of machine | 48.24 | 48.12 | 10.40 |
| Profit on sale of property, plant & equipment | 2.32 | - | 0.45 |
| Miscellaneous income | 0.20 | 0.13 | - |
| | **63.29** | **53.99** | **37.94** |
| **Total** | **65.16** | **58.22** | **40.25** |

**19 Cost of materials consumed**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| **Inventory at the beginning of the year** | | | |
| Raw Materials | 35.89 | 53.34 | 55.07 |
| | **35.89** | **53.34** | **55.07** |
| **Add: purchases during the year** | | | |
| Raw Materials | 1,248.84 | 821.32 | 951.71 |
| | **1,248.84** | **821.32** | **951.71** |
| **Less:Inventory at the end of the year** | | | |
| Raw Materials | 8.94 | 35.89 | 53.34 |
| | **8.94** | **35.89** | **53.34** |
| **Total** | **1,275.79** | **838.78** | **953.44** |

**19.1 Details of imported and indigenous raw materials and consumables purachases**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Imported | - | - | - |
| Indigenous | 1,248.84 | 821.32 | 951.71 |
| **Total** | **1,248.84** | **821.32** | **951.71** |

**20 Changes in inventories of finished goods, work-in-progress and stock-in-trade**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| **Inventory at the end of the year** | | | |
| Stock-in-trade | 740.61 | 574.74 | 623.69 |
| Stores & spares | 22.16 | 19.71 | 14.49 |
| Packing materials | 3.00 | 3.00 | 3.50 |
| | **765.77** | **597.45** | **641.69** |
| **Inventory at the beginning of the year** | | | |
| Stock-in-trade | 574.74 | 623.69 | 515.43 |
| Stores & spares | 19.71 | 14.49 | 21.51 |
| Packing materials | 3.00 | 3.50 | 7.50 |
| | **597.45** | **641.69** | **544.44** |
| **(Increase)/decrease in inventories** | | | |
| Stock-in-trade | (165.87) | 48.95 | (108.26) |
| Stores & spares | (2.46) | (5.21) | 7.01 |
| Packing materials | - | 0.50 | 4.00 |
| **Total** | **(168.32)** | **44.24** | **(97.25)** |

**21 Direct & manufacturing expenses**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Electric power, fuel and water expenses | 266.26 | 200.26 | 274.20 |
| Freight expenses | 57.20 | 36.20 | 53.45 |
| Testing charges | 12.98 | 3.13 | 3.25 |
| Loading, unloading, packing & other expenses | 64.77 | 3.51 | 25.90 |
| Machinery rent expenses | 18.53 | 18.00 | 24.26 |
| Job Work Expenses | 409.32 | 427.64 | 281.94 |
| Other Manufacturing expenses | 152.36 | 131.45 | 104.49 |
| Packing material consumed | 23.11 | 0.29 | 17.39 |
| Repairs & maintenance - plant & machinery | 2.60 | 0.65 | 23.87 |
| Stores & spares consumed | 112.00 | 125.74 | 174.80 |
| **Total** | **1,119.14** | **946.87** | **983.56** |

**22 Employee benefit expenses**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| **Salaries & wages** | | | |
| Salaries to employees | 114.10 | 97.93 | 176.47 |
| Director's remuneration | 18.00 | 29.26 | 44.88 |
| | **132.10** | **127.19** | **221.35** |
| **Contribution to provident & other funds** | | | |
| PF & ESIC contributions | 2.85 | 4.45 | 4.25 |
| Gratuity | 6.44 | 0.51 | (7.11) |
| Leave encashment | 0.12 | 2.14 | 2.79 |
| | **9.40** | **7.11** | **(0.06)** |
| Staff welfare expenses | 8.24 | 6.44 | 11.77 |
| **Total** | **149.74** | **140.74** | **233.07** |

**23 Finance costs**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| **Interest expense** | | | |
| - Paid to bank | 79.81 | 71.14 | 63.85 |
| - Paid to others | 24.55 | 25.98 | 30.29 |
| | **104.36** | **97.11** | **94.14** |
| **Other borrowing costs** | | | |
| Bank charges | 7.05 | 8.83 | 7.87 |
| | **7.05** | **8.83** | **7.87** |
| **Total** | **111.41** | **105.94** | **102.02** |

**24 Depreciation and amortization expense**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Depreciation on tangible assets | 61.69 | 57.61 | 54.63 |
| **Total** | **61.69** | **57.61** | **54.63** |

**25 Other expenses**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Auditor's remuneration | 3.50 | 2.60 | 0.40 |
| Discount allowed | 0.26 | 7.82 | 3.28 |
| Insurance expenses | 2.53 | 1.48 | 1.89 |
| Interest & penalty on statutory dues | 8.04 | 1.87 | 1.14 |
| Legal & professional fees | 17.37 | 3.86 | 12.04 |
| Rent expenses | 1.27 | 0.25 | - |
| Office expenses | 13.74 | 5.45 | 7.25 |
| Printing & stationery expenses | 1.38 | 1.13 | 1.17 |
| Repairs & maintenance - others | 16.28 | 12.01 | 17.31 |
| Security expenses | 17.78 | 14.90 | 17.68 |
| Telephone & internet charges | 2.15 | 1.54 | 1.30 |
| Travelling & conveyance expenses | 34.34 | 33.11 | 41.62 |
| Balance written off | 6.01 | 16.69 | 20.75 |
| Miscellaneous expenses | 9.67 | 5.59 | 2.08 |
| **Total** | **134.32** | **108.32** | **127.89** |

**25.1 Payments to auditors**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Audit fees | 3.50 | 2.60 | 0.40 |
| Other matters | - | - | - |
| **Total** | **3.50** | **2.60** | **0.40** |

**26 Earnings per share**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Profit attributable to equity shareholders of the Company (INR in Lacs) | 263.49 | 64.98 | 58.47 |
| Weighted average number of equity shares outstanding during the year# | 60,00,000 | 60,00,000 | 60,00,000 |
| **(a) Basic Earnings per Share** | | | |
| Basic earning per share attributable to the equity shareholders of the company | 4.39 | 1.08 | 0.97 |
| **Total Basic earning per share attributable to the equity shareholders of the company** | **4.39** | **1.08** | **0.97** |
| **(b) Diluted earning per share** | | | |
| Diluted earning per share attributable to the equity shareholders of the company | 4.39 | 1.08 | 0.97 |
| **Total Diluted earning per share attributable to the equity shareholders of the company** | **4.39** | **1.08** | **0.97** |
| **(c) Par value per share** | **10.00** | **10.00** | **10.00** |
| **(d) Reconciliation of earnings used in calculating earnings per share** | | | |
| Basic earning per share | 4.39 | 1.08 | 0.97 |
| Profit attributable to equity share holders of the company used in calculating basic earning per share | 263.49 | 64.98 | 58.47 |
| | **263.49** | **64.98** | **58.47** |
| Diluted earning per share | 4.39 | 1.08 | 0.97 |
| Profit attributable to equity share holders of the company used in calculating basic earning per share | 263.49 | 64.98 | 58.47 |
| **Profit attributable to equity share holders of the company used in calculating Diluted earning per share** | **263.49** | **64.98** | **58.47** |
| **(e) Weighted average number of shares used as the denominator** | | | |
| Weighted average number of shares used as the denominator in calculating basic earning per share | 60,00,000 | 60,00,000 | 60,00,000 |
| Adjustment for calculation of diluted earning per share | - | - | - |
| **Weighted average number of shares used as the denominator in calculating diluted earning per share** | **60,00,000** | **60,00,000** | **60,00,000** |

The weighted average no of shares takes into account the weighted average effects of changes in treasury share transactions during the year. There have been no other transactions involving equity shares or potential equity shares between the reporting date and the date of authorisation of these financial statements.
The weighted average number of equity shares for calculation of EPS above are after giving effect to the issuance of bonus shares carried out in the Financial Statements of the Company from 15,00,000 Equity Shares of Rs. 10/- each to 60,00,000 Equity shares of Rs. 1/- each.
In accordance with AS 20, Earnings per share, the equity share and basic/diluted earnings per share has been presented to reflect the adjustments for issue of bonus shares pursuant to the approval of shareholders granted in the extra-ordinary General Meeting held on March 01, 2025 and subsequently allotment of fully paid up shares in the proportion of 3:1 by the Board of Directors of the Company.

**27 Contingent liabilities and commitments**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **Contingent liabilities** | | | |
| Bank Guarantees & LC's issued by banks on behalf of the Company | 199.50 | 126.28 | 153.86 |
| | **199.50** | **126.28** | **153.86** |
| **Commitments** | | | |
| Capital commitments | - | - | - |
| | **-** | **-** | **-** |
| **Total** | **199.50** | **126.28** | **153.86** |

**29 Earnings in foreign currency**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Export of goods | 1,018.54 | 780.16 | 898.65 |
| **Total** | **1,018.54** | **780.16** | **898.65** |

**30 Employee benefits disclosure under AS-15 (revised 2005)**

**A. Defined contribution plan**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Employer's contribution to PF and ESIC | 2.78 | 2.56 | 4.12 |
| **Total** | **2.78** | **2.56** | **4.12** |

**B. Defined benefit obligation**

**1) Gratuity**

The gratuity benefit payable to the employees of the Company is as per the provisions of the Payment of Gratuity Act, 1972, as amended. Under the gratuity plan, every employee who has completed at least 5 years of service gets gratuity on separation or at the time of retirement calculated for equivalent to 15 days salary for each completed year of service calculated on last drawn basic salary.

**I Assumptions**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Discount rate | 6.80% | 7.20% | 7.45% |
| Salary escalation | 7.00% | 7.00% | 7.00% |
| Expected return on plan assets | 7.00% | 7.00% | 7.00% |
| Attrition rates | 5.00% | 5.00% | 5.00% |
| Mortality table | Indian Assured Lives Mortality (2012-14) Ult. | Indian Assured Lives Mortality (2012-14) Ult. | Indian Assured Lives Mortality (2012-14) Ult. |
| Retirement age | 58 | 58 | 58 |

**II Change in the present value of defined benefit obligation:**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Present value of benefit obligation as at the beginning of the year | 10.54 | 12.95 | 19.95 |
| Transfer in/(out) obligation | - | - | - |
| Current service cost | 1.41 | 1.69 | 5.11 |
| Interest cost | 0.74 | 0.97 | 1.74 |
| (Benefit paid directly by the employer) | - | - | - |
| (Benefit paid from the fund) | (1.94) | (3.00) | - |
| Actuarial gains/(losses) | 4.31 | (2.07) | (13.86) |
| **Present value of benefit obligation as at the end of the year** | **15.06** | **10.54** | **12.95** |

**III Change in the present value of plan assets:**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Fair value as at the beginning of the year | 0.30 | 3.21 | 1.59 |
| Expected return on plan assets | 0.02 | 0.22 | 0.16 |
| Employer's contribution | 2.00 | 0.02 | 1.51 |
| (Benefit paid from the fund) | (1.94) | (3.00) | - |
| Actuarial gains/(losses) | (0.00) | (0.14) | (0.05) |
| **Fair value as at the end of the year** | **0.38** | **0.30** | **3.21** |

**IV Expenses recognised:**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Current service cost | 1.41 | 1.69 | 5.11 |
| Interest cost (Net of Return on plan Asset) | 0.72 | 0.75 | 1.59 |
| Actuarial gains/(losses) | 4.31 | (1.94) | (13.81) |
| **Net expense/(credit) charged to the statement of profit & loss** | **6.44** | **0.51** | **(7.11)** |

**V Balance sheet reconciliation**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Opening net liability/(asset) | 10.24 | 9.74 | 18.36 |
| Expense as above | 6.44 | 0.51 | (7.11) |
| Transfer in /(out) obligation | - | - | - |
| (Benefit paid directly by employer) | - | - | - |
| (Employer's contribution for plan assets) | (2.00) | (0.02) | (1.51) |
| **Net liability/(asset) recognized in the balance sheet** | **14.67** | **10.24** | **9.74** |

VI The estimates of rate of salary increase considered in the actuarial valuation takes into account inflation, seniority, promotion and all other relevant factors including supply and demand in the employment market.

VII The discounting rate is considered based on market yield on government bonds having currency and terms consistent with the currency and terms of the post-employment benefit obligations.

VIII The above information is certified by the actuary.

**31 Related party disclosures**

**A. List of related parties and their relationship**

| Description of relationship | Nature of relationship | Name of related party |
|---|---|---|
| Key Management Personnel (KMP) | Director | Mr. Varun Sharda |
| Key Management Personnel (KMP) | Director | Mrs. Varsha Sharda |
| Key Management Personnel (KMP) | Director (Resigned on 22/02/2025) | Mr. Nirmal Lunia |
| Key Management Personnel (KMP) | Relative of director | Mr. Anuj Sharda |
| Key Management Personnel (KMP) | Relative of director | Mrs. Anju Sharda |
| Key Management Personnel (KMP) | Relative of director | Mr. Sanath Sharda |
| Key Management Personnel (KMP) | Relative of director | Mr. Aloke Sharda |
| Key Management Personnel (KMP) | Relative of director | Mrs. Indra Sharda |
| Key Management Personnel (KMP) | Relative of director | M/s Aloke Sharda HUF |
| Key Management Personnel (KMP) | Relative of director | M/s Varun Shara HUF |
| Associate enterprise | Enterprise over which KMP have significant influence | Vidya Metcorp |
| Associate enterprise | Enterprise over which KMP have significant influence | Metal Forms |
| Group Company | Enterprise over which Promoter have significant influence | Swastika Metcast Pvt Ltd |

**B. Details of related party transactions**

| Particulars | | Nature of relationship | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|---|---|
| **Remuneration** | | | | | |
| Mr. Varun Sharda | | Director | 18.00 | 24.00 | 24.00 |
| Mrs. Varsha Sharda | | Director | - | - | 15.60 |
| Mr. Nirmal Lunia | | Director (Resigned on 22/02/2025) | 4.61 | 5.26 | 5.28 |
| Mr. Anuj Sharda | | Relative of director | - | 12.00 | 18.00 |
| Mrs. Anju Sharda | | Relative of director | 14.40 | 12.00 | 11.70 |
| Mrs. Indra Sharda | | Relative of director | - | - | 8.40 |
| **Loan taken** | | | | | |
| Mr. Varun Sharda | | Director | 38.00 | 39.76 | 16.59 |
| Mrs. Varsha Sharda | | Director | - | - | - |
| Mr. Anuj Sharda | | Relative of director | 15.00 | 115.36 | 52.00 |
| Mrs. Anju Sharda | | Relative of director | - | - | 2.40 |
| Mr. Sanath Sharda | | Relative of director | - | 5.00 | - |
| Mrs. Indra Sharda | | Relative of director | 77.50 | 71.07 | 121.12 |
| Mr. Aloke Sharda | | Relative of director | - | - | 12.71 |
| M/s Varun Sharda HUF | | HUF of Director | - | 8.00 | - |
| M/s Aloke Sharda HUF | | Relative of director | - | - | 4.50 |
| **Loan repaid** | | | | | |
| Mr. Varun Sharda | | Director | 59.87 | 21.01 | 13.00 |
| Mrs. Varsha Sharda | | Director | - | - | 1.15 |
| Mr. Anuj Sharda | | Relative of director | 67.44 | 57.34 | 53.07 |
| Mrs. Anju Sharda | | Relative of director | 0.07 | 3.43 | 35.11 |
| Mr. Sanath Sharda | | Relative of director | - | 0.01 | - |
| Mrs. Indra Sharda | | Relative of director | 132.22 | 126.65 | 11.19 |
| Mr. Aloke Sharda | | Relative of director | - | - | 67.79 |
| M/s Varun Sharda HUF | | HUF of Director | - | 8.65 | - |
| M/s Aloke Sharda HUF | | Relative of director | - | 3.96 | 1.49 |
| **Interest expense** | | | | | |
| Mr. Varun Sharda | | Director | 1.30 | 0.48 | - |
| Mrs. Varsha Sharda | | Director | - | - | - |
| Mr. Anuj Sharda | | Relative of director | 2.09 | 1.13 | 0.68 |
| Mrs. Anju Sharda | | Relative of director | - | 0.08 | 0.79 |
| Mr. Sanath Sharda | | Relative of director | 0.39 | 0.10 | - |
| Mrs. Indra Sharda | | Relative of director | 3.95 | 8.89 | 4.59 |
| Mr. Aloke Sharda | | Relative of director | - | - | - |
| M/s Varun Sharda HUF | | HUF of Director | - | 0.56 | - |
| M/s Aloke Sharda HUF | | Relative of director | - | 0.28 | 0.67 |
| **Advance given** | | | | | |
| Mrs. Varsha Sharda | | Director | - | 9.46 | 0.31 |
| Mr. Anuj Sharda | | Relative of director | - | - | 7.09 |
| Mrs. Anju Sharda | | Relative of director | - | 3.99 | 2.49 |
| Mr. Nirmal Lunia | | Director (Resigned on 22/02/2025) | - | 0.18 | 0.37 |
| **Rent income** | | | | | |
| Mrs. Anju Sharda | | Relative of director | 0.44 | 0.12 | - |
| Vidya Metcorp | | Associate enterprise | 48.00 | 48.00 | 10.40 |
| **Sale of goods/ services** | | | | | |
| Vidya Metcorp | | Associate enterprise | - | 3.23 | 1.67 |
| Metal Forms | | Associate enterprise | 1.01 | 0.70 | 8.45 |
| **Purchase of goods** | | | | | |
| Vidya Metcorp | | Associate enterprise | - | - | 254.09 |
| Metal Forms | | Associate enterprise | 70.88 | 39.46 | 21.37 |
| **Purchase of capital goods** | | | | | |
| Vidya Metcorp | | Associate enterprise | - | 22.00 | - |
| Metal Forms | | Associate enterprise | - | 2.20 | - |
| Swastika Metcast Pvt Ltd | | Group Company | - | - | - |
| **Manufacturing expenses** | | | | | |
| Vidya Metcorp | | Associate enterprise | 372.13 | 430.85 | 211.50 |
| **Repair & maintenance** | | | | | |
| Vidya Metcorp | | Associate enterprise | - | - | - |
| **Freight charges** | | | | | |
| Metal Forms | | Associate enterprise | 1.19 | - | - |

**C. Balances outstanding at the end of the year with related party**

| Particulars | | Nature of relationship | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|---|
| **Unsecured loan** | | | | | |
| Mr. Varun Sharda | | Director | 2.56 | 23.13 | 3.90 |
| Mrs. Varsha Sharda | | Director | - | - | - |
| Mr. Anuj Sharda | | Relative of director | 9.60 | 59.95 | 0.81 |
| Mrs. Anju Sharda | | Relative of director | - | 0.07 | 3.42 |
| Mr. Sanath Sharda | | Relative of director | 5.48 | 5.09 | - |
| Mrs. Indra Sharda | | Relative of director | 31.54 | 82.31 | 129.00 |
| Mr. Aloke Sharda | | Relative of director | - | - | - |
| M/s Varun Sharda HUF | | HUF of Director | - | (0.09) | - |
| M/s Aloke Sharda HUF | | Relative of director | - | - | 3.68 |
| **Salary payable** | | | | | |
| Mr. Varun Sharda | | Director | - | - | - |
| Mr. Anuj Sharda | | Relative of director | - | - | - |
| Mrs. Indra Sharda | | Relative of director | - | - | 3.89 |
| **Advance given** | | | | | |
| Mrs. Varsha Sharda | | Director | - | 9.76 | 0.31 |
| Mr. Anuj Sharda | | Relative of director | - | - | 7.09 |
| Mrs. Anju Sharda | | Relative of director | - | 3.99 | 2.49 |
| Mr. Nirmal Lunia | | Director (Resigned on 22/02/2025) | - | 0.23 | 0.42 |
| **Sundry Creditors** | | | | | |
| Vidya Metcorp | | Associate enterprise | - | (1.08) | 44.85 |
| Metal Forms | | Associate enterprise | 17.75 | (0.36) | 1.31 |
| Swastika Metcast Pvt Ltd | | Group Company | - | - | 1.54 |

**32 Accounting ratios**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| Restated profit after tax as per statement of profit & loss (A) | 263.49 | 64.98 | 58.47 |
| Income tax/deferred tax (B) | 84.02 | 27.99 | 25.51 |
| Depreciation and amortization expense (C) | 61.69 | 57.61 | 54.63 |
| Interest expense (D) | 104.36 | 97.11 | 94.14 |
| Weighted average number of equity shares at the end of the year (Pre-bonus) (E-1) | 60,00,000 | 15,00,000 | 15,00,000 |
| Weighted average number of equity shares at the end of the year (Post-bonus) (E-2) | 60,00,000 | 60,00,000 | 60,00,000 |
| Number of equity shares outstanding at the end of the year (F) | 60,00,000 | 60,00,000 | 60,00,000 |
| Nominal value per equity share (Rs.) (G) | 10.00 | 10.00 | 10.00 |
| Restated net worth of equity share holders as per statement of assets and liabilities (H) | 1,066.98 | 803.49 | 738.51 |
| Current assets (I) | 2,078.80 | 1,450.64 | 1,715.99 |
| Current liabilities (J) | 1,702.75 | 1,093.43 | 1,404.82 |
| **Earnings per share - basic & diluted 1 & 2 (Rs.) (Pre-bonus)** | **4.39** | **4.33** | **3.90** |
| **Earnings per share - basic & diluted 1 & 2 (Rs.) (Post-bonus)** | **4.39** | **1.08** | **0.97** |
| **Return on Net Worth[1 & 2] (%)** | **24.70%** | **8.09%** | **7.92%** |
| **Net Asset value per share[1] (Rs.)** | **17.78** | **13.39** | **12.31** |
| **Current ratio[1]** | **1.22** | **1.33** | **1.22** |
| **Earning before Interest, Tax and Depreciation and Amortization[1] (EBITDA)** | **513.57** | **247.69** | **232.76** |

i) Ratios have been calculated as below:

| | |
|---|---|
| Earnings Per Share (₹) (EPS) : | A / E1 OR E2 |
| Return on Net Worth (%): | A / H |
| Net Asset Value per equity share (₹): | H / F |
| Current Ratio: | I / J |
| Earning before Interest, Tax and Depreciation and Amortization (EBITDA): | A + (B+C+D) |

ii) Ratios are not annualised.

33 **Capitalisation statement as at March 31, 2025**

| Particulars | Pre-issue | Post-issue |
|---|---|---|
| **Borrowings** | | |
| Short-term debt (A) | 720.07 | [●] |
| Long-term debt (B) | 191.58 | [●] |
| **Total debt (C)** | **911.65** | **[●]** |
| **Shareholder's funds** | | |
| Share capital | 600.00 | [●] |
| Restated reserves and surplus | 466.98 | [●] |
| **Total shareholder's funds (D)** | **1,066.98** | **[●]** |
| **Long-term debt / shareholder's funds (B/D)** | **0.18** | **[●]** |
| **Total-debt / shareholder's funds (C/D)** | **0.85** | **[●]** |

34 **Statement of tax shelter**

| Particulars | | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|---|
| **(A)** | **Profit before tax as per books** | **347.52** | **92.96** | **83.99** |
| (B) | Income tax rate (%) | 25.17% | 26.00% | 26.00% |
| **(C)** | **Tax expense at nominal rate (A*B)** | **87.46** | **24.17** | **21.84** |
| | **Adjustments :** | | | |
| **(D)** | **Permanent differences** | | | |
| | Expenses disallowed under section 37 | 8.65 | 1.63 | 1.14 |
| | Expenses disallowed under section 36 | - | 1.42 | 2.00 |
| | Other disallowances | - | 4.33 | 5.83 |
| | Other deductions | (10.48) | - | (0.86) |
| | **Total permanent differences** | **(1.83)** | **7.38** | **8.11** |
| **(E)** | **Timing differences** | | | |
| | Difference in depreciation as per income tax and as per books | (13.61) | (12.88) | (17.49) |
| | Disallowances under section 40A for gratuity provision | 4.44 | 0.50 | (8.62) |
| | Disallowances under section 43B for bonus provision | 1.91 | - | - |
| | **Total timing differences** | **(7.26)** | **(12.38)** | **(26.12)** |
| **(F)** | **Net adjustments (D+E)** | **(9.09)** | **(5.00)** | **(18.00)** |
| **(G)** | **Tax expenses/ (savings) thereon (F*B)** | **(2.29)** | **(1.30)** | **(4.68)** |
| **(H)** | **Tax liability after considering the effect of adjustment (C+G)** | **85.17** | **22.87** | **17.16** |
| **(I)** | **Book profit as per MAT** | **NA** | **76.62** | **60.99** |
| (J) | MAT rate (%) | NA | 15.60% | 15.60% |
| **(K)** | **Tax liability as per MAT (I*J)** | **NA** | **11.95** | **9.52** |
| **(L)** | **Current tax being higher of H or K** | **85.17** | **22.87** | **17.16** |
| (M) | Interest u/s 234A, B and C of the Income Tax Act | - | 1.90 | 1.45 |
| **(N)** | **Total tax expenses (L+M)** | **85.17** | **24.77** | **18.61** |
| Tax paid under (normal/ MAT) in income tax return filed by the Company | | (New Scheme u/s 115BAA) | (Normal) | (Normal) |

**Notes:**

a) The permanent/timing differences have been computed based on the income tax returns filed for the respective years after giving adjustments to restatements, if

b) Figures for the year ended March 31, 2025 have been derived from the provisional computation of total income prepared by the Company in line with the final return of income that will be filed for the assessment year 2025-2026 and are subject to any change that maybe considered at the time of filing return of income for the assessment year 2025-2026.

35 **Ratio analysis**

| Particulars | | Year ended March 31, 2025 | Year ended March 31, 2024 | Variation (%) | Reason for variance >25% |
|---|---|---|---|---|---|
| (a) | Current ratio | 1.22 | 1.33 | -7.98% | - |
| (b) | Debt-equity ratio | 0.85 | 1.12 | -23.50% | - |
| (c) | Debt service coverage ratio | 2.58 | 1.13 | 128.57% | Due to increase in profits compared to previous year |
| (d) | Return on equity ratio | 28.17% | 8.43% | 234.31% | Due to increase in profits compared to previous year |
| (e) | Inventory turnover ratio | 4.21 | 3.43 | 22.88% | Due to increase in revenue |
| (f) | Trade receivables turnover ratio | 3.62 | 3.58 | 1.08% | - |
| (g) | Trade payables turnover ratio | 2.40 | 2.10 | 13.98% | - |
| (h) | Net capital turnover ratio | 8.09 | 6.81 | 18.73% | Due to increase in revenue |
| (i) | Net profit ratio | 8.88% | 2.85% | 211.34% | Due to increase in profits compared to previous year |
| (j) | Return on capital employed | 32.74% | 14.75% | 121.96% | Due to increase in profits compared to previous year |
| (k) | Return on investment | 0.00% | 0.00% | 0.00% | - |

| Particulars | | Year ended March 31, 2024 | Year ended March 31, 2023 | Variation (%) | Reason for variance >25% |
|---|---|---|---|---|---|
| (a) | Current ratio | 1.33 | 1.22 | 8.61% | - |
| (b) | Debt-equity ratio | 1.12 | 1.30 | (14.40%) | - |
| (c) | Debt service coverage ratio | 1.13 | 1.47 | (23.41%) | - |
| (d) | Return on equity ratio | 8.43% | 8.24% | 2.22% | - |
| (e) | Inventory turnover ratio | 3.43 | 3.71 | (7.57%) | - |
| (f) | Trade receivables turnover ratio | 3.58 | 3.38 | 5.78% | - |
| (g) | Trade payables turnover ratio | 2.10 | 2.08 | 1.04% | - |
| (h) | Net capital turnover ratio | 6.81 | 8.42 | (19.09%) | - |
| (i) | Net profit ratio | 2.85% | 2.44% | 17.16% | - |
| (j) | Return on capital employed | 14.75% | 14.62% | 0.92% | - |
| (k) | Return on investment | 0.00% | 0.00% | - | - |

**36 Note on reconciliation of profits & reconciliation of net-worth**

**A. Reconciliation of profits**

| Particulars | Year ended March 31, 2025 | Year ended March 31, 2024 | Year ended March 31, 2023 |
|---|---|---|---|
| **Net profit after tax as per audited profit & loss account** | **434.44** | **58.63** | **56.42** |
| **Adjustments for:** | | | |
| Depreciation expense | - | 21.17 | 19.14 |
| Profit on sale of vehicle | - | - | 0.45 |
| Gratuity expenses | - | (0.50) | 8.62 |
| Deferred tax | 60.16 | (6.23) | (2.33) |
| Prior period's items | (239.59) | (4.33) | (5.83) |
| Prior period's taxes | 8.48 | - | 0.61 |
| Income tax expense | - | (3.77) | (18.61) |
| **Net profit after tax as restated** | **263.49** | **64.98** | **58.47** |

***Explanatory notes to the above restatements to profits made in the audited financial statements of the Company for the respective years:***

i) **Depreciation expense:** The Company has inappropriately calculated depreciation using SLM method and useful life as per Schedule II of CompaniesAct, 2013 which has now been restated.

ii) **Profit on sale of vehicle:** The Company had not recognised profit on sale of vehicle sold in FY 2022-23 which has now been recognised and restated.

iii) **Gratuity expenses:** The Company has not recognised gratuity liability as per AS-15 which has now been provided for and restated.

iv) **Deferred tax:** Due to changes in depreciation expense and recognition of grauity provision, the deferred tax component on the same has also undergone change.

v) **Prior period's items:** The income/expenses relating to prior periods have been adjusted in the year to which they relate.

vi) **Prior period's taxes:** The amounts relating to prior periods taxes have been adjusted in the year to which they relate.

vii) **Income tax expense:** The company had provided short provision/ not provided provision for income tax in the respective financial years. The same has now been provided for and restated.

**B. Reconciliation of net-worth**

| Particulars | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|
| **Net worth as audited (a)** | **1,066.98** | **632.53** | **592.51** |
| **Adjustments for:** | | | |
| **Opening balance of adjustments** | **170.95** | **146.00** | - |
| Reversal of depreciation expense of earlier years | - | - | 219.55 |
| Gratuity expenses recognised | - | - | (18.36) |
| Deferred tax expenses of earlier years | - | - | (51.60) |
| Prior period's items | - | - | (0.33) |
| Prior period's taxes | - | - | (5.28) |
| Provision for income tax expense | - | 18.61 | (0.04) |
| Change in profit/(loss) | (170.95) | 6.34 | 2.05 |
| **Closing balance of adjustments (b)** | **(0.00)** | **170.95** | **146.00** |
| **Net worth as restated (a+b)** | **1,066.98** | **803.49** | **738.51** |

***Explanatory notes to the above restatements to net-worth made in the audited financial statements of the Company for the respective years:***

i) **Reversal of depreciation expense of earlier years:** The Company has inappropriately calculated depreciation using SLM method and useful life as per Schedule II of the Companies Act, 2013 which has now been restated and adjusted to opening reserves for impact related to period on or before March 31, 2022.

ii) **Gratuity expenses recognised:** Gratuity liability which was not recognised for periods before March 31, 2022 is now recognised and adjusted to opening reserves.

iii) **Deferred tax expenses of earlier years:** Due to changes in WDV of fixed assets and recognition of grauity provision, the deferred tax component on the same has also undergone change which is adjusted to opening reserves.

iv) **Prior period's items:** The income/expenses relating to prior periods have been adjusted to opening reserves for impact related to period on or before March 31, 2022.

v) **Prior period's taxes:** The amounts relating to prior periods taxes have been adjusted to opening reserves for impact related to period on or before March 31, 2022.

vi) **Provision for income tax expense:** The Company had not provided provision for income tax in FY 2022-23 and had adjusted the same in FY 2023-24 which has now been restated.

vii) **Change in profit/(loss):** Refer Note A above.

**C. Material regrouping**

Appropriate regroupings have been made in the Restated Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

**37 Additional disclosures:**

i) The classification of creditors as micro and small enterprise has been given for the parties from whom the confirmation has been received regarding their classification as per MSMED Act. Currently, the Company is in discussions with these enterprises regarding the finalization of payment terms. Accordingly, any provision for interest payable to such enterprises under the Micro, Small & Medium Enterprises Development Act, 2006, will be recognized by the Company once the payment terms are finalized.

ii) In the opinion of the management, the current assets, loans & advances have stated on realization in the ordinary course of business at least equal to the amount at which its stated in the statement of affairs. All the debit and credit balances stated in the balance sheet are subject to confirmation from the parties.

iii) During the period the Company has not engaged in forward exchange contracts used for hedging foreign currency exposure.

iv) Additional regulatory information as per Para Y of Schedule III of the Companies Act, 2013:

a) The company does not have any benami property, where any proceeding has been initiated or pending against the company for holding any benami property.

b) The company is not declared as willful defaulter by any bank or financial Institution or other lender.

c) There is no scheme of arrangements approved by the competent authority in terms of sections 230 to 237of the Companies Act, 2013.

f) The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the 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)

g) The company has not traded or invested in crypto currency or virtual currency during the period.

h) The company does not have any transactions with companies struck off.

i) The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

j) The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries), or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

k) The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

v) CSR is not applicable to the Company.

vi) Additional regulatory information/disclosures as required by General Instructions to Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

vii) Previous year figures have been regrouped/rearranged wherever necessary.

**Signatures to annexures forming part of the Restated Summary Statements**

As per our report of even date attached

for **O.P. Rathi & Co.** **for and on behalf of the Board of Directors of Swastika Castal Limited**

*Chartered Accountants*

Firm Registration No. 108718W

| | | | | |
|---|---|---|---|---|
| SD/- | SD/- | SD/- | SD/- | SD/- |
| **Ruchi Rathi** | **Varun Sharda** | **Varsha Sharda** | **Gopalkumar Gandhi** | **Mukesh Khanna** |
| *Partner* | *Managing Director* | *Director* | *Chief Financial Office* | *Company Secretary* |
| Membership No. 122137 | DIN- 01571483 | DIN- 05291150 | | Membership No.2437 |
| Place: Vadodara | | | | Place: Vadodara |
| Date: 05/07/2025 | | | | Date: 05/07/2025 |

**Swastika Castal Limited**
**CIN: U27101WB1996PLC079995**
**Restated Summary Statements**
**Annexure V - Notes to Restated Summary Statements**
*(All amounts are in Indian Rupees in Lakhs, except as otherwise stated)*

**10 Property, plant & equipment**

**As at March 31, 2025**

| Sr. No. | Asset class | Gross block | | | | Accumulated depreciation | | | | Net block | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | As at April 01, 2024 | Additions during the year | Deductions during the year | As at March 31, 2025 | As at April 01, 2024 | Depreciation for the year | Deductions during the year | As at March 31, 2025 | As at March 31, 2025 | As at March 31, 2024 |
| 1 | Computer | 20.72 | 1.16 | - | 21.89 | 19.36 | 0.59 | - | 19.94 | 1.94 | 1.37 |
| 2 | Dyes | 288.13 | 5.64 | - | 293.76 | 93.35 | 13.89 | - | 107.24 | 186.52 | 194.78 |
| 3 | Electrical installation | 49.03 | 1.52 | - | 50.55 | 38.25 | 1.49 | - | 39.74 | 10.81 | 10.77 |
| 4 | Factory building | 220.84 | 12.10 | - | 232.94 | 63.15 | 5.38 | - | 68.53 | 164.41 | 157.69 |
| 5 | Fire equipment | 0.64 | 0.04 | - | 0.68 | 0.32 | 0.02 | - | 0.34 | 0.34 | 0.32 |
| 6 | Furnitures & fixtures | 23.89 | - | - | 23.89 | 15.02 | 1.46 | - | 16.48 | 7.41 | 8.86 |
| 7 | Jigs & fixtures | 120.14 | 29.81 | - | 149.94 | 41.44 | 6.21 | - | 47.65 | 102.30 | 78.70 |
| 8 | Lab equipments | 4.28 | - | - | 4.28 | 4.07 | - | - | 4.07 | 0.21 | 0.21 |
| 9 | Measuring instruments | 3.49 | - | - | 3.49 | 2.06 | 0.21 | - | 2.27 | 1.21 | 1.42 |
| 10 | Office equipments | 23.42 | 6.63 | - | 30.05 | 19.38 | 1.21 | - | 20.59 | 9.46 | 4.04 |
| 11 | Plant & machinery | 615.81 | 49.55 | - | 665.37 | 217.20 | 23.85 | - | 241.05 | 424.32 | 398.61 |
| 12 | Vehicles | 59.55 | 29.94 | 13.87 | 75.62 | 24.41 | 7.40 | 9.56 | 22.25 | 53.37 | 35.14 |
| 13 | Tube well | 2.97 | - | - | 2.97 | 2.82 | - | - | 2.82 | 0.15 | 0.15 |
| 14 | Land | 18.68 | - | - | 18.68 | - | - | - | - | 18.68 | 18.68 |
| | **Total** | **1,451.58** | **136.39** | **13.87** | **1,574.10** | **540.83** | **61.69** | **9.56** | **592.97** | **981.14** | **910.74** |

**As at March 31, 2024**

| Sr. No. | Asset class | Gross block | | | | Accumulated depreciation | | | | Net block | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | As at April 01, 2023 | Additions during the year | Deductions during the year | As at March 31, 2024 | As at April 01, 2023 | Depreciation for the year | Deductions during the year | As at March 31, 2024 | As at March 31, 2024 | As at March 31, 2023 |
| 1 | Computer | 20.72 | - | - | 20.72 | 18.13 | 1.23 | - | 19.36 | 1.37 | 2.60 |
| 2 | Dyes | 261.39 | 26.73 | - | 288.13 | 80.48 | 12.87 | - | 93.35 | 194.78 | 180.92 |
| 3 | Electrical installation | 47.43 | 1.60 | - | 49.03 | 36.98 | 1.27 | - | 38.25 | 10.77 | 10.45 |
| 4 | Factory building | 213.51 | 7.33 | - | 220.84 | 58.07 | 5.08 | - | 63.15 | 157.69 | 155.44 |
| 5 | Fire equipment | 0.33 | 0.31 | - | 0.64 | 0.31 | 0.01 | - | 0.32 | 0.32 | 0.02 |
| 6 | Furnitures & fixtures | 23.89 | - | - | 23.89 | 13.53 | 1.50 | - | 15.02 | 8.86 | 10.36 |
| 7 | Jigs & fixtures | 97.74 | 22.40 | - | 120.14 | 36.78 | 4.66 | - | 41.44 | 78.70 | 60.96 |
| 8 | Lab equipments | 4.28 | - | - | 4.28 | 4.07 | - | - | 4.07 | 0.21 | 0.21 |
| 9 | Measuring instruments | 3.49 | - | - | 3.49 | 1.85 | 0.21 | - | 2.06 | 1.42 | 1.64 |
| 10 | Office equipments | 21.55 | 1.86 | - | 23.42 | 18.13 | 1.25 | - | 19.38 | 4.04 | 3.43 |
| 11 | Plant & machinery | 609.76 | 6.06 | - | 615.81 | 193.96 | 23.24 | - | 217.20 | 398.61 | 415.80 |
| 12 | Vehicles | 48.75 | 10.80 | - | 59.55 | 18.13 | 6.28 | - | 24.41 | 35.14 | 30.62 |
| 13 | Tube well | 2.97 | - | - | 2.97 | 2.82 | - | - | 2.82 | 0.15 | 0.15 |
| 14 | Land | 18.68 | - | - | 18.68 | - | - | - | - | 18.68 | 18.68 |
| | **Total** | **1,374.49** | **77.09** | **-** | **1,451.58** | **483.22** | **57.61** | **-** | **540.83** | **910.74** | **891.27** |

**As at March 31, 2023**

| Sr. No. | Asset class | Gross block | | | | Accumulated depreciation | | | | Net block | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | As at April 01, 2022 | Additions during the year | Deductions during the year | As at March 31, 2023 | As at April 01, 2022 | Depreciation for the year | Deductions during the year | As at March 31, 2023 | As at March 31, 2023 | As at March 31, 2022 |
| 1 | Computer | 20.72 | - | - | 20.72 | 16.46 | 1.67 | - | 18.13 | 2.60 | 4.26 |
| 2 | Dyes | 261.39 | - | - | 261.39 | 68.06 | 12.42 | - | 80.48 | 180.92 | 193.33 |
| 3 | Electrical installation | 47.43 | - | - | 47.43 | 35.69 | 1.30 | - | 36.98 | 10.45 | 11.75 |
| 4 | Factory building | 212.01 | 1.50 | - | 213.51 | 53.00 | 5.06 | - | 58.07 | 155.44 | 159.01 |
| 5 | Fire equipment | 0.33 | - | - | 0.33 | 0.30 | 0.00 | - | 0.31 | 0.02 | 0.02 |
| 6 | Furnitures & fixtures | 23.89 | - | - | 23.89 | 12.03 | 1.50 | - | 13.53 | 10.36 | 11.86 |
| 7 | Jigs & fixtures | 97.74 | - | - | 97.74 | 32.13 | 4.64 | - | 36.78 | 60.96 | 65.60 |
| 8 | Lab equipments | 4.28 | - | - | 4.28 | 4.07 | - | - | 4.07 | 0.21 | 0.21 |
| 9 | Measuring instruments | 3.49 | - | - | 3.49 | 1.64 | 0.21 | - | 1.85 | 1.64 | 1.85 |
| 10 | Office equipments | 21.20 | 0.36 | - | 21.55 | 16.78 | 1.35 | - | 18.13 | 3.43 | 4.42 |
| 11 | Plant & machinery | 539.96 | 69.80 | - | 609.76 | 171.73 | 22.23 | - | 193.96 | 415.80 | 368.23 |
| 12 | Vehicles | 42.57 | 17.48 | 11.29 | 48.75 | 24.61 | 4.25 | 10.73 | 18.13 | 30.62 | 17.95 |
| 13 | Tube well | 2.97 | - | - | 2.97 | 2.82 | - | - | 2.82 | 0.15 | 0.15 |
| 14 | Land | 18.68 | - | - | 18.68 | - | - | - | - | 18.68 | 18.68 |
| | **Total** | **1,296.65** | **89.13** | **11.29** | **1,374.49** | **439.32** | **54.63** | **10.73** | **483.22** | **891.27** | **857.33** |

## Swastika Castal Limited

**CIN: U27101WB1996PLC079995**
**Restated Summary Statements**
**Annexure V - Notes to Restated Summary Statements**
*(All amounts are in Indian Rupees in Lakhs, except as otherwise stated)*

**5.3 Principal terms of loans from banks and financial institutions and assets charged as security**

**Long-term borrowings**

| Sr. No. | Name of lender | Nature of loan | Sanction amount | Rate of interest | Primary security | Tenure | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|---|---|---|---|---|
| 1 | Axis bank | Term loan | 40.00 | 9.75% | | 48 months | 10.00 | 20.00 | 30.00 |
| 2 | Axis bank | Term loan | 56.50 | 9.75% | Entire moveable | 54 months | 26.68 | 39.88 | 53.08 |
| 3 | Axis bank | Term loan | 50.00 | 9.75% | fixed assets, | 49 months | - | 3.26 | 13.92 |
| 4 | Axis bank | Term loan | 51.00 | 9.25% | including plant & | 36 months | 26.92 | 43.92 | 51.00 |
| 5 | Axis bank | Term loan | 87.00 | 9.25% | machinery | 36 months | - | 7.80 | 38.35 |
| 6 | Axis bank | Term loan | 16.00 | 9.75% | | 48 months | - | 0.38 | 3.24 |
| 7 | HDFC bank | Vehicle loan | 15.77 | 8.62% | Vehicle | 60 months | 9.49 | 12.43 | 15.13 |
| 8 | HDFC bank | Vehicle loan | 29.82 | 9.04% | Vehicle | 60 months | 27.81 | - | - |
| 9 | Yes bank | Vehicle loan | 9.73 | 10.75% | Vehicle | 36 months | 4.71 | 7.81 | - |
| 10 | ICICI bank | Vehicle loan | 13.49 | 9.45% | Vehicle | 60 months | - | - | 2.18 |
| 11 | ICICI bank | Vehicle loan | 13.49 | 9.45% | Vehicle | 60 months | - | - | 2.46 |
| 12 | Bajaj finance ltd | Loan from financial institution | 30.06 | 16.50% | - | 36 months | - | 7.06 | 17.69 |
| 13 | Bajaj finance ltd | Loan from financial institution | 43.69 | 17.00% | - | 60 months | 43.79 | 43.69 | - |
| | | **Total** | | | | | **149.39** | **186.22** | **227.04** |

**Short-term borrowings**

| Sr. No. | Name of lender | Nature of loan | Sanction amount | Rate of interest | Primary security | Tenure | As at March 31, 2025 | As at March 31, 2024 | As at March 31, 2023 |
|---|---|---|---|---|---|---|---|---|---|
| 1 | Axis bank | Cash credit facility | 610.00 | 9.75% | Entire current assets, both present & future | - | 599.05 | 459.08 | 508.89 |
| 2 | Axis bank | PCFC facility (sub-limit of CC) | 200.00 | For Rupee Repo+3.25% & for FC SOFR+250 Bps | Export bills with title to the goods endorsed in favour of bank | - | 62.61 | - | - |

**I Credit facilities issued by Axis bank**

**i) Collateral security:**

Extension of charges by way of equitable mortagage on following property:
Industrial property situated at Block No. 535, Vermadi Road, Village Kandari, Taluka-Karjan, Vadodara- 391210 standing in the name of the Company.

**ii) Rate of interest:**

The rate of interest of the Facility stipulated by the Bank shall be sum of the Repo Rate plus 'Spread' per annum. As on date the Repo Rate is 6.50%.

**iii) Personal guarantee of:**

Varun Sharda
Indra Sharda
Anuj Sharda
Varsha Sharda

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*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## OTHER FINANCIAL INFORMATION

**Accounting ratios**

The accounting ratios derived from Restated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

*(₹ In Lakhs, except per share data and ratios)*

| Particulars | For the year ended March 31, 2025 | For the year ended March 31, 2024 | For the year ended March 31, 2023 |
|---|---|---|---|
| Restated Profit after Tax as per Profit & Loss Statement (A) | 263.49 | 64.98 | 58.47 |
| | | | |
| Tax Expense (B) | 84.02 | 27.99 | 25.51 |
| Depreciation and amortization expense (C) | 61.69 | 57.61 | 54.63 |
| Interest Cost (D) | 111.41 | 105.94 | 102.02 |
| Weighted Average Number of Equity Shares at the end of the Year Pre Bonus Issue (E1) | 15,00,000 | 15,00,000 | 15,00,000 |
| Weighted Average Number of Equity Shares at the end of the Year Post Bonus Issue (E2) | 60,00,000 | 15,00,000 | 15,00,000 |
| Number of Equity Shares outstanding at the end of the Year (F1) (Pre-bonus) | 15,00,000 | 15,00,000 | 15,00,000 |
| Number of Equity Shares outstanding at the end of the Year (F2) (Post-bonus) | 60,00,000 | 15,00,000 | 15,00,000 |
| Nominal Value per Equity share (₹) (G) | 10.00 | 10.00 | 10.00 |
| Restated Net Worth of Equity Share Holders as per Statement of Assets and Liabilities (H) | 1,066.98 | 803.49 | 738.51 |
| Current Assets (I) | 2,078.80 | 1,450.64 | 1,715.99 |
| Current Liabilities (J) | 1,702.75 | 1,093.43 | 1,404.82 |
| | | | |
| **Earnings Per Share - Basic & Diluted[1 & 2] (₹) (Pre-Bonus)** | **4.39** | **4.33** | **3.90** |
| **Earnings Per Share - Basic & Diluted[1 & 2] (₹) (Post-Bonus)** | **4.39** | **1.08** | **0.97** |
| **Return on Net Worth[1 & 2] (%)** | **24.70%** | **8.09%** | **7.92%** |
| **Net Asset Value Per Share[1] (₹) (Pre-bonus)** | **71.13** | **53.57** | **49.23** |
| **Net Asset Value Per Share[2] (₹) (Post-bonus)** | **17.78** | **13.39** | **12.31** |
| **Current Ratio[1]** | **1.22** | **1.33** | **1.22** |
| **Earning before Interest, Tax and Depreciation and Amortization[1] (EBITDA)** | **513.57** | **247.69** | **232.76** |

***Notes -***

*1. Ratios have been calculated as below:*

*Earnings Per Share (₹) (EPS) :* $\frac{A}{E1 \ \& \ E2}$

*Return on Net Worth (%):* $\frac{A}{H}$

*Net Asset Value per equity share (₹):* $\frac{H}{F1 \ \& \ F2}$

| | |
|---|---|
| *Current Ratio:* | $\frac{I}{J}$ |
| *Earning before Interest, Tax and Depreciation and Amortization (EBITDA):* | *A + (B+C+D)* |

*2. Ratios are not annualised.*

*3. The Company has declared bonus shares at the Extraordinary General Meeting of the Members held on February 22, 2025, at the ratio of 3 Equity shares of Rs.10/- each for every 1 Equity shares of Rs.10/- each held.*

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*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## CAPITALISATION STATEMENT

*(₹ In Lakhs)*

| Particulars | Pre Issue | Post Issue |
|---|---|---|
| **Borrowings** | | |
| Short term debt (A) | 720.07 | 720.07 |
| Long Term Debt (B) | 191.58 | 191.58 |
| **Total debts (C)** | **911.65** | **911.65** |
| | | |
| **Shareholders' funds** | | |
| Share capital | 600.00 | 816.40 |
| Reserve and surplus - as Restated | 466.98 | 1,657.18 |
| **Total shareholders' funds (D)** | **1,066.98** | **2,473.58** |
| | | |
| **Long term debt / shareholders funds (B/D)** | **0.18** | **0.08** |
| **Total debt / shareholders funds (C/D)** | **0.85** | **0.37** |

***Notes:***

*1. Short term debts represents the debts which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.*

*2. Long term debts represent debts other than Short term debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities*

*3. The figures disclosed above are based on restated statement of assets and liabilities of the Company as at March 31, 2025.*

*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## FINANCIAL INDEBTEDNESS

Our Company has availed loans in the ordinary course of its business for the purposes of working capital and other business requirements.

Our Company has obtained the necessary consent required under the loan agreements entered into in connection with and for undertaking activities in relation to the Issue, including effecting a change in our capital structure, change in our shareholding pattern, change in our constitutional documents including amending the Memorandum of Association and Articles of Association of our Company, change in the management or board composition, as applicable.

### SECURED BORROWINGS

As on March 31, 2025 we have availed secured loans of which the total outstanding amount secured loan is ₹ 767.27 lakhs as of date, the details of which are as under:

| Name of Lender | Nature of Loan & Facility | Amount Sanctioned (₹ in Lakhs) | Amount Outstanding as on March 31 2025 (Rs. In lakhs) | Rate of interest (%) | Security | Repayment Schedule (including moratorium period) |
|---|---|---|---|---|---|---|
| Axis Bank | Cash Credit | 610.00 | 599.05 | 9.75% p.a | (i) Primary Security:<br>Entire current assets, both present & future<br><br>(ii) Collateral security:<br>Extension of charges by way of equitable mortagage on following property:<br>Industrial property situated at Block No. 535, Vermadi Road, Village Kandari, Taluka-Karjan, Vadodara-391210 standing in the name of the Company.<br><br>(iii)Personal guarantee of:<br>1. Varun Sharda<br>2. Indra Sharda<br>3. Anuj Sharda<br>4. Varsha Sharda | 12 months |
| Axis Bank | PCFC Facility (sub-limit of CC) | 200.00 | 62.61 | For Rupee Repo+3.25% & for FC SOFR+250 Bps | (i) Export bills with title to the goods endorsed in favour of bank<br><br>(ii) Collateral security:<br>Extension of charges by way of equitable mortagage on following property:<br>Industrial property situated at Block No. 535, Vermadi Road, Village Kandari, Taluka-Karjan, Vadodara-391210 standing in the name of the Company.<br><br>(iii)Personal guarantee of:<br>1. Varun Sharda<br>2. Indra Sharda<br>3. Anuj Sharda<br>4. Varsha Sharda | 12 months, Usance is upto 90 Days |
| Axis Bank | Term Loan | 51.00 | 26.92 | 9.25% | (i) Entire moveable fixed assets, including plant & machinery<br><br>(ii) Collateral security:<br>Extension of charges by way of equitable mortagage on following property:<br>Industrial property situated at Block No. 535, Vermadi Road, Village Kandari, Taluka-Karjan, Vadodara- | 36 Months |
| Axis Bank | Term Loan | 40.00 | 10.00 | 9.75% | | 48 Months |
| Axis Bank | Term Loan | 56.5 | 26.68 | 9.75% | | 56 Months |

| Name of Lender | Nature of Loan & Facility | Amount Sanctioned (₹ in Lakhs) | Amount Outstanding as on March 31 2025 (Rs. In lakhs) | Rate of interest (%) | Security | Repayment Schedule (including moratorium period) |
|---|---|---|---|---|---|---|
| | | | | | 391210 standing in the name of the Company.<br><br>(iii)Personal guarantee of:<br>1. Varun Sharda<br>2. Indra Sharda<br>3. Anuj Sharda<br>4. Varsha Sharda | |
| HDFC Bank | Vehicle loan | 15.77 | 9.49 | 8.62% | Vehicle | 60 Months |
| HDFC Bank | Vehicle loan | 29.82 | 27.81 | 9.04% | Vehicle | 60 Months |
| Yes Bank | Vehicle loan | 9.73 | 4.71 | 10.75% | Vehicle | 36 Months |
| **Total** | | | **767.27** | | | |

**UNSECURED BORROWINGS**

As on March 31, 2025, we have availed unsecured loans details of which are as under:

| Sr. No. | Nature of the Lender | Nature of Loan Facility | Amount Sanctioned (₹ in lakhs) | Amount Outstanding as on 31 March 2025 (₹ In lakhs) | Rate of interest | Security | Repayment Schedule (including moratorium period) |
|---|---|---|---|---|---|---|---|
| 1 | Bajaj Finance Limited | Unsecured Loan | 43.69 | 43.79* | 17.00 % | NA | 60 Months |
| 2 | Anuj Sharda | Unsecured Loan | NA | 9.6 | 8.00% | NA | Repayments till December 2025.Extension possible if Mutually agreed |
| 3 | Indra Sharda | Unsecured Loan | NA | 31.54 | 8.00% | NA | Repayments till December 2026.Extension possible if Mutually agreed |
| 4 | Sanath Sharda | Unsecured Loan | NA | 5.48 | 8.00% | NA | Repayments till December 2026.Extension possible if Mutually agreed |
| 5 | Varun Sharda | Unsecured Loan | NA | 2.56 | 8.00% | NA | Repayments till December 2026.Extension possible if Mutually agreed |
| 6 | Delicate Goods Pvt Ltd. | Unsecured Loan | NA | 25.00 | 8.00% | NA | Repayments till December 2025.Extension possible if |

| Sr. No. | Nature of the Lender | Nature of Loan Facility | Amount Sanctioned (₹ in lakhs) | Amount Outstanding as on 31 March 2025 (₹ In lakhs) | Rate of interest | Security | Repayment Schedule (including moratorium period) |
|---|---|---|---|---|---|---|---|
| | | | | | | | Mutually agreed |
| 7 | Suparshvamati Mercantiles Pvt Ltd. | Unsecured Loan | NA | 10.42 | 14.00% | NA | Repayments till December 2025.Extension possible if Mutually agreed |
| 8 | Swastik Prescast Pvt Ltd. | Unsecured Loan | NA | 16.00 | 12.00% | NA | Repayments till December 2025.Extension possible if Mutually agreed |
| **Total** | | | | **144.39** | | | |

** The difference between the sanctioned amount and the outstanding amount is caused by an entry that has not yet been posted*

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*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

*The following discussion is intended to convey management's perspective on our financial condition and results of operations for the financial years ended March 31, 2025, 2024, and 2023. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled "Restated Financial Statements" and the chapter titled "Restated Financial Statement" on page 193 of the Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 30 of this Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer to the chapter titled "Forward-Looking Statements" on page 19 of this Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Swastika Castal Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "Restated Financial Statements" for the Financial Years 2025, 2024 and 2023 included in this Prospectus beginning on page 193 of this Prospectus.*

### BUSINESS OVERVIEW

Established in 1996, Swastika commenced operations with the object of business of aluminium casting by setting up a foundry, which was a very unique concept at that time. Presently our company has one of the most advanced machining, inspection and testing facilities in India which is backed with an efficient team of metallurgists and engineers. The Group now supplies the casting as original equipment (ready to use component) to reputed Companies in India and also exports to Europe, Japan and The U.S.A.

The Corporate Identification Number of our Company is U27101WB1996PLC079995.
The company has its **Registered Office** at 117A Chittaranjan Avenue Kolkata, West Bengal- 700073, India.
The company has its **Corporate Office** at 306, Tower A Mayfair Corporate Park Kalali, Vadodara-390012, Gujarat, India.
The company has its **Manufacturing Unit** at Block No. 535 Vemardi Road, Vill. Kandari, Ta.: Karjan, Dist. Vadodara – 391210, Gujarat, India.

The product range includes products used for distribution and transmission. They also include Terminals, Connectors and Conductors, gear boxes and centrifugal components. The products involve processes like sand casting, gravity die casting and centrifugal casting for which the company is well versed and has world-class infrastructure. Products can be used in Textile Machinery, Diesel engine, Railways, Electrical Appliances, Automobiles, Air compressors and insulators

### SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD:

### DISCUSSION ON RESULT OF OPERATION

***Our Significant Accounting Policies***

For Significant accounting policies please refer Significant Accounting Policies, under Chapter titled "*Restated Financial Statements*" beginning on page 193 of the Prospectus.

*Overview of Revenue & Expenditure*

Our revenue and expenses are reported in the following manner:

**Revenues**

- **Revenue from operations**

Our Company's revenue is primarily engaged in the business of manufacturing aluminium casting products including Terminals, Connectors and Conductors, gear boxes and centrifugal components. Such products are usuaaly used in varied industries like auto, power, power transmission, etc.

- **Other Income**

Our other income mainly consists of Profit on sale of Plant & Machinery, Rental Income on Lease of Machine, Exchange gain and Miscellaneous Income.

*( ₹ In Lakhs)*

| **Particulars** | **For the period ended** | | |
|---|---|---|---|
| | **March 31, 2025** | **March 31, 2024** | **March 31, 2023** |
| Income | | | |
| Revenue from Operations | 2,966.12 | 2,277.24 | 2,401.09 |
| % of total revenue | 97.85% | 97.51% | 98.35% |
| Other income | 65.16 | 58.22 | 40.25 |
| % of total revenue | 2.15% | 2.49% | 1.65% |
| **Total Revenue** | **3,031.28** | **2,335.46** | **2,441.34** |

- **Expenditure**

Our total expenditure primarily consists of cost of material consumed, Changes in inventories of finished goods, Employee Benefit Expenses, Depreciation and amortization Expenses, Finance Costs, and Other Expenses.

- **Employment Benefit Expenses**

It includes salaries and wages including Salaries and Wages, Directors Remuneration, Contribution to provident and other funds, Staff Welfare Expense and Gratuity.

- **Cost of raw materials consumed**

This relates to the cost of material purchased primarily consists of Raw materials, Stores and spare parts and Other Direct Costs.

- **Changes in Inventories of finished goods**

This relates to the change in inventory of finished goods, work-in-progress and stock-in-trade.

- **Other Expenses**

It includes Power and Fuel, Stores & Spares, Transportation Charges, Sales Promotion expenses, Security Service Charges, Auditor's Remuneration, Legal fees, Printing & Stationery, Repair and Maintainence, Manufacturing expenses and Miscellaneous Expenses.

- **Finance Costs**

Our finance costs mainly include Interest to Bank, Interest to others and bank charges.

- **Depreciation**

Depreciation includes depreciation and amortization.

**RESULTS OF OUR OPERATION**

*(₹In Lakhs)*

| Particulars | March 31, 2025 | March 31, 2024 | March 31, 2023 |
|---|---|---|---|
| **Incomes:** | | | |
| Revenue from Operations | 2,966.12 | 2,277.24 | 2,401.09 |
| % of total revenue | 97.85% | 97.51% | 98.35% |
| % Increase/(Decrease) | 30.25% | -5.16% | 4.22% |
| Other income | 65.16 | 58.22 | 40.25 |
| % of total revenue | 2.15% | 2.49% | 1.65% |
| % Increase/(Decrease) | 11.92% | 44.64% | 366.02% |
| **Total Revenue** | **3031.28** | **2,335.46** | **2,441.34** |
| % Increase/(Decrease) | 29.79% | -4.34% | 5.57% |
| **Expenses:** | | | |
| Cost of raw material consumed | 1275.79 | 838.78 | 953.44 |
| % of total revenue | 42.09% | 35.91% | 39.05% |
| % Increase/(Decrease) | 52.10% | -12.03% | -0.20% |
| Manufacturing Expenses | 1119.14 | 946.87 | 983.56 |
| % of total revenue | 36.92% | 40.54% | 40.29% |
| % Increase/(Decrease) | 18.19% | -3.73% | 31.05% |
| Changes in inventories of finished goods, and stock-in-trade | (168.32) | 44.24 | -97.25 |
| % of total revenue | -5.55% | 1.89% | -3.98% |
| % Increase/(Decrease) | -480.84% | -145.49% | 1414.19% |
| Employee Benefit expenses | 149.74 | 140.74 | 233.07 |
| % of total revenue | 4.94% | 6.03% | 9.55% |
| % Increase/(Decrease) | 6.40% | -39.61% | -11.69% |
| Other expenses | 134.32 | 108.32 | 127.89 |
| % of total revenue | 4.43% | 4.64% | 5.24% |
| % Increase/(Decrease) | 24.00% | -15.30% | 3.21% |
| **Total Expense** | **2510.66** | **2,078.94** | **2,200.70** |
| % of total revenue | 82.83% | 89.02% | 90.14% |
| % Increase/(Decrease) | 20.77% | -5.53% | 5.43% |
| **Profit before Interest, Depreciation and Tax** | **520.62** | **256.52** | **240.64** |
| % of total revenue | 17.17% | 10.98% | 9.86% |
| Depreciation and amortization Expenses | 61.69 | 57.61 | 54.63 |
| % of total revenue | 2.04% | 2.47% | 2.24% |
| % Increase/(Decrease) | 7.08% | 5.46% | 7.31% |
| **Profit before Interest and Tax** | **458.93** | **198.90** | **186.01** |
| % of total revenue | 15.14% | 8.52% | 7.62% |
| Financial Charges | 111.41 | 105.94 | 102.02 |
| % of total revenue | 3.68% | 4.54% | 4.18% |
| % Increase/(Decrease) | 5.16% | 3.84% | 9.61% |
| **Profit before Tax and Extraordinary Expenses** | **347.52** | **92.96** | **83.99** |
| % of total revenue | 11.46% | 3.98% | 3.44% |
| Extraordinary Expenses | - | - | - |
| % of total revenue | - | - | - |
| % Increase/(Decrease) | - | - | - |
| **Restated Profit/(Loss) before tax** | **347.52** | **92.96** | **83.99** |
| % of total revenue | 11.46% | 3.98% | 3.44% |
| % Increase/(Decrease) | 273.83% | 10.69% | 3.44% |
| **Tax expenses/(income)** | | | |
| MAT Credit Utilized | - | - | - |

| | | | |
|---|---|---|---|
| Current and prior years Tax (net) | 85.17 | 24.77 | 18.61 |
| Provisions for Deferred Tax | -1.15 | 3.22 | 6.91 |
| **Total tax expenses** | **84.02** | **27.99** | **25.51** |
| % of total revenue | 2.77% | 1.20% | 1.05% |
| **Restated profit/(loss) after Tax** | **263.49** | **64.98** | **58.47** |
| % of total revenue | 8.69% | 2.78% | 2.40% |
| % Increase/(Decrease) | 305.50% | 11.12% | 3.24% |

## REVIEW OF OPERATIONS FOR THE YEAR ENDED MARCH 31, 2025

### Revenue from Operations

Our revenue from operations for the period ended March 31, 2025 was ₹ 2,966.12 Lakhs which was about 97.85% of the total revenue and which comprises of revenue from Domestic, Export Sales and export incentives.

### Other Income

Our other income for the period ended March 31, 2025 was ₹ 65.16 Lakhs which was about 2.15% of the total revenue and which includes Interest income from banks, deposits and others, Profit on sale of Plant & Machinery, Rental Icome on lease of machine, Exchange gain and Miscellaneous Income.

### Expenditure

### Cost of raw material consumed

The cost of material consumed for the period ended March 31, 2025 were ₹ 1,275.79 Lakhs which has about 42.09 % of the total revenue.

### Manufacturing Expenses

The Manufacturing Expenses for the period ended March 31, 2025 were ₹ 1,119.14 Lakhs which has about 36.92 % of the total revenue.

### Changes in inventories of finished goods, work-in-progress and stock-in-trade

The Changes in inventories of finished goods, work-in-progress and stock-in-trade for the period ended March 31, 2025 was decreased to ₹ (168.32) Lakhs which was about -5.55 % of total revenue.

### Employee Benefits expenses

The employee benefits expenses for the period March 31, 2025 were ₹ 149.74 Lakhs which was about 4.94 % of the total revenue and which includes salaries & wages, bonus, contribution to provident and other funds and Labour and Staff welfare expenses.

### Other Expenses

The other expenses for the period March 31, 2025 were ₹ 134.32 Lakhs which was about 4.43% of the total revenue and which includes Insurance expenses, Security Service Charges, Auditor's Remuneration, Rent Expenses, Legal fees, Printing & Stationery, Repair and Maintainence and Miscellaneous Expenses.

### EBIDTA

Our EBITDA for the period ended March 31, 2025 were ₹ 513.57 Lakhs which was about 17.31 % of the total revenue.

### Financial Costs

Financial costs for the period ended March 31, 2025 were ₹ 111.41 Lakhs which was about 3.68 % of the total revenue and which consists of Interest to Banks.

**Depreciation**

Depreciation for the period ended March 31, 2025 were ₹ 61.69 Lakhs which was about 2.04 % of the total revenue and it consists of depreciation and amortization expenses.

**Profit /(Loss) after Tax**

PAT for the period ended March 31, 2025 was ₹ 263.49 Lakhs which was about 8.69 % of the total revenue

**FISCAL YEAR ENDED MARCH 31, 2025 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2024**

**Total Revenue:**
Our Total Revenue increased by 29.79 % to ₹ 3,031.28 Lakhs for fiscal year ended March 31, 2025 from ₹ 2,335.46 Lakhs for fiscal year ended March 31, 2024.

**Revenue from Operations**

Revenue has increased both in terms of value and in percentage by ₹ 688.88 Lakhs and 30.25%, from ₹ 2,277.24 Lakhs in the fiscal year ended March 31, 2024 to ₹ 2,966.12 Lakhs in the fiscal year ended March 31, 2024. The increase in revenue was on account of increase in Export of products by 30.56% and thereby export incentives.

**Other Income**
Our other income increased in terms of value and percentage by Rs 6.94 Lakhs and 11.92% respectively, to ₹ 65.16 Lakhs for fiscal year ended March 31, 2025 from ₹58.22 Lakhs for fiscal year ended March 31, 2024. The notable shift in financial performance is largely attributed to changes in key revenue drivers, especially the rental income on lease of machine received. The exchange gain has also increased in value by ₹ 6.79 Lakhs.

**Expenditure**

Total Expenditure has increased both in terms of value and percentage by ₹ 431.72 Lakhs and 20.77% respectively, from ₹ 2,078.94 Lakhs in the fiscal year ended March 31, 2024 to ₹ 2,510.66 Lakhs in the fiscal year ended March 31, 2025.

**Cost of raw materials consumed**

Cost of Materials consumed has increased both in terms of value and in percentage by ₹ 437.01 Lakhs and 52.10% respectively, from ₹ 838.78 Lakhs in the fiscal year ended March 31, 2024 to ₹ 1,275.79 Lakhs in the fiscal year ended March 31, 2025. Cost of Material Consumed increased mainly due to increase in volume of operation.

**Changes in inventories of finished goods, work in progress and stock-in-trade**

Closing Stock of goods was ₹633.33 Lakhs in F.Y.23-24 and it was about ₹ 774.71 Lakhs in F.Y. 24-25. This resulted in change of inventories by ₹ (168.32) lakhs in FY 24-25

**Manufacturing Expenses**

Manufacturing Expenses increased in terms of value and percentage increased by ₹ 172.27 Lakhs and 18.19% from ₹ 946.87 Lakhs in the fiscal year ended March 31, 2024 to ₹ 1,119.14 Lakhs in the fiscal year ended March 31, 2025. Manufacturing Expenses increased mainly due to Electric power, fuel and water expenses, packing material consumed, Repairs and Maintenance (Plant and Machinery), Loading, Unloading, Packing and other expenses.

**Employee Benefit Expenses**

Employee Benefit Expenses in terms of value and percentage increased by ₹ 9.00 Lakhs and 6.40 % from ₹ 140.74 Lakhs in the fiscal year ended March 31, 2024 to ₹ 149.74 Lakhs in the fiscal year ended March 31, 2025. Overall employee cost was increased due to general increase in salary and wages and staff wefare expenses.

**Other Expenses**

Other Expenses have increased in terms of value and percentage increased by ₹ 26.00 Lakhs and 24.00% respectively from ₹ 108.32 Lakhs in the fiscal year ended March 31, 2024 to ₹ 134.32 Lakhs in the fiscal year ended March 31, 2025.Other Expenses was increased mainly due to increase in Legal & Professional Expenses, Repairs and Maintenance expenses and office expenses.

**EBIDTA**

Earnings before Interest, Depreciation and Tax has increased both in terms of value and in percentage by ₹ 264.10 Lakhs and 102.95 % respectively from ₹ 256.52 Lakhs in the fiscal year ended March 31, 2024 to ₹ 520.62 Lakhs in the fiscal year ended March 31, 2025. Profit before Interest, Depreciation and Tax rise can be attributed to the overall increase in revenue from operations and synergy benefits obtained as a result of it.

**Finance Costs**

Finance Costs in terms of value and percentage increased by ₹ 5.47 Lakhs and 5.16 % respectively from ₹ 105.94 Lakhs in the fiscal year ended March 31, 2024 to ₹ 111.41 Lakhs in the fiscal year ended March 31, 2025. Finance Costs was increased mainly due to higher interest out go led by increase in borrowings.

**Depreciation & Amortization Expenses**

Depreciation in terms of value and in percentage increased by ₹ 4.08 Lakhs and 7.08 % respectively from ₹ 57.61 Lakhs in the fiscal year ended March 31,2024 to ₹ 61.69 Lakhs in the fiscal year ended March 31, 2025. Increase in depreciation is due to increase in assets and is general in nature.

**Net Profit after Tax and Extraordinary items**

Net Profit has increased by ₹ 198.51 Lakhs and 305.50 % respectively from profit of ₹ 64.98 Lakhs in the fiscal year ended March 31, 2024 to profit of ₹ 263.49 Lakhs in the fiscal year ended March 31, 2025. Net profit was increased majorly due to changes in inventories and increased revenue from operations.

**FISCAL YEAR ENDED MARCH 31, 2024 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023**

**Total Revenue:**
Our Total Revenue decreased by 4.34% to ₹2,335.46 Lakhs for fiscal year ended March 31, 2024 from ₹2,441.34 Lakhs for fiscal year ended March 31, 2023.

**Revenue from Operations**

Revenue has decreased both in terms of value and in percentage by ₹ 123.85 Lakhs and 5.16%, from ₹ 2,401.09 Lakhs in the fiscal year ended March 31, 2023 to ₹ 2,277.24 Lakhs in the fiscal year ended March 31, 2024. The decrease in revenue was on account of decrease in Export of products by 13.1% and thereby export incentives.

**Other Income**
Our other income increased in terms of value and percentage by Rs 17.97 Lakhs and 44.64% respectively, to ₹58.22 Lakhs for fiscal year ended March 31, 2024 from ₹40.25 Lakhs for fiscal year ended March 31, 2023. The notable shift in financial performance is largely attributed to changes in key revenue drivers, especially the rentanl income on lease of machine received. However, the exchange gain has decreased in value and percentage of ₹ 21.35 Lakhs and 78.81 % respectively. The net effect of which resulted in increase of 44.64%.

**Expenditure**

Total Expenditure has decreased both in terms of value and percentage by ₹ 121.76 Lakhs and 5.53% respectively, from ₹2,200.70 Lakhs in the fiscal year ended March 31, 2023 to ₹ 2,078.94 Lakhs in the fiscal year ended March 31, 2024.

**Cost of raw materials consumed**

Cost of Materials consumed decreased both in terms of value and in percentage by ₹ 114.66 Lakhs and 12.03% respectively, from ₹ 953.44 Lakhs in the fiscal year ended March 31, 2023 to ₹ 838.78 Lakhs in the fiscal year ended March 31, 2024. Cost of Material Consumed decreased mainly due to decrease in volume of operation.

**Changes in inventories of finished goods, work in progress and stock-in-trade**

Closing Stock of goods was ₹695.03 Lakhs in F.Y.22-23 and it was about ₹ 633.33 Lakhs in F.Y. 23-24. This resulted in increase of Cost of materials consumed both in terms of value and in percentage by ₹ 141.49 Lakhs and 145.49%.

**Manufacturing Expenses**

Manufacturing Expenses decreased in terms of value and percentage increased by ₹36.69 Lakhs and 3.73% from ₹ 983.56 Lakhs in the fiscal year ended March 31, 2023 to ₹ 946.87 Lakhs in the fiscal year ended March 31, 2024. Manufacturing Expenses decreased mainly due to Electric power, fuel and water expenses, packing material consumed, Repairs and Maintenance (Plant and Machinery), Loading, Unloading, Packing and other expenses. However, Job Work expenses and other manufacturing expenses has been increased both in value and percentage terms by ₹ 145.70 & 51.68% and ₹ 26.96 & 25.80% respectively. The company relied more on its own labour for production. However, now the company is focusing more on contractual labour. By comparing salary wages with expenses related to loading, unloading, packing, and other direct costs, we can better understand the trend of increasing other expenses and the decrease in salary wages.

**Employee Benefit Expenses**

Employee Benefit Expenses decreased in terms of value and percentage decreased by ₹92.32 Lakhs and 39.61% from ₹233.07 Lakhs in the fiscal year ended March 31, 2023 to ₹ 140.74 Lakhs in the fiscal year ended March 31, 2024. Overall employee cost was decreased due to general decrease in salary and wages and staff wefare expenses. The company relied more on its own labour for production. However, now the company is focusing more on contractual labour. By comparing salary wages with expenses related to loading, unloading, packing, and other direct costs, we can better understand the trend of increasing other expenses and the decrease in salary wages.

**Other Expenses**

Other Expenses also decreased in terms of value and percentage increased by ₹ 19.57 Lakhs and 15.30% respectively from ₹ 127.89 Lakhs in the fiscal year ended March 31, 2023 to ₹ 108.32 Lakhs in the fiscal year ended March 31, 2024.Other Expenses was decreased mainly due to decrease in Legal & Professional Expenses, Repairs and Maintenance expenses.However, Auditor's remuneration and discount allowed has been increased both in terms of value and percentage by ₹ 2.20 Lakhs & 550% and ₹ 4.55 Lakhs & 138.73% respectively.

**EBIDTA**

Earnings before Interest, Depreciation and Tax has increased both in terms of value and in percentage by ₹ 15.88 Lakhs and 6.60% respectively from ₹ 240.63 Lakhs in the fiscal year ended March 31, 2023 to ₹256.52 Lakhs in the fiscal year ended March 31, 2024. Profit before Interest, Depreciation and Tax rise can be attributed to the decrease in Cost of materials Consumed, Manufacturing expenses, Employee benefit expenses and other expenses.

**Finance Costs**

Finance Costs in terms of value and percentage increased by ₹3.92 Lakhs and 3.84% respectively from ₹ 102.02 Lakhs in the fiscal year ended March 31, 2023 to ₹ 105.94 Lakhs in the fiscal year ended March 31, 2024. Finance Costs was increased mainly due to higher interest out go led by increase in borrowings.

**Depreciation & Amortization Expenses**

Depreciation in terms of value and in percentage increased by ₹2.98 Lakhs and 5.46% respectively from ₹ 54.63 Lakhs in the fiscal year ended March 31,2023 to ₹ 57.61 Lakhs in the fiscal year ended March 31, 2024. Increase in depreciation is due to increase in assets and is general in nature.

**Net Profit after Tax and Extraordinary items**

Net Profit has increased by ₹ 6.50 Lakhs and 11.12% respectively from profit of ₹58.47 Lakhs in the fiscal year ended March 31, 2023 to profit of ₹ 64.98 Lakhs in the fiscal year ended March 31, 2024. Net profit was increased due to fall in Cost of materials consumed, employee expenses and other expenses like power and fuel, freight charges etc.

**Cash Flows (Amount ₹ in Lakhs)**

| Particulars | For the year ended | | |
|---|---|---|---|
| | March 31, 2025 | March 31, 2024 | March 31, 2023 |
| Net Cash from Operating Activities | 187.22 | 189.81 | 111.88 |
| Net Cash from Investing Activities | (129.71) | 74.42 | 90.47 |
| Net Cash used in Financing Activities | (97.72) | 172.12 | 24.76 |

***Cash Flows from Operating Activities***

Net cash from operating activities for Fiscal 2025 was at ₹ 187.22 Lakhs as compared to the EBITDA at ₹ 513.57 Lakhs, while for Fiscal 2024, net cash from operating activities was at ₹ 189.81 Lakhs as compared to the EBITDA at ₹ 247.69 Lakhs. For Fiscal 2023, the net cash from operating activities was ₹ 111.88 Lakhs compared to EBITDA of ₹ 232.76 Lakhs.

***Cash Flows from Investment Activities***

Net cash from investing activities for period ended March 31, 2025 was at Rs. (129.71) Lakhs primarily due to purchase of Fixed Assets of ₹136.39 Lakhs while for fiscal 2024 was at ₹ (74.42) Lakhs, primarily due to purchase of Fixed Assets of ₹77.09 Lakhs while for fiscal 2023, net cash from investing activities was at (90.47) Lakhs due to purchase of Fixed Assets of ₹89.13 Lakhs and deposits placed with banks.

***Cash Flows from Financing Activities***

Net cash from financing activities for for period ended March 31, 2025 was at ₹ (97.72) Lakhs due to repayment of long-term borrowings of ₹ 175.04 along with incremental short term borrowings amounting ₹ 188.73 Lakhs while for fiscal 2024 was at ₹ (172.12) Lakhs primarily due to increase in interest payments by Rs. 105.94 Lakhs and repayment of short-term borrowings of ₹ 70.4 Lakhs, while for fiscal 2023, net cash from financing activities was at ₹ 24.76 Lakhs which was due to increase in borrowings by ₹ 97.75 Lakhs.

## OTHER MATTERS

**1. Unusual or infrequent events or transactions**

Except as described in this Prospectus, during the periods under review there have been no transactions or events,

which in our best judgment, would be considered unusual or infrequent.

**2. Significant economic changes that materially affected or are likely to affect income from continuing Operations**

Other than as described in the Section titled ***"Financial Information"***and chapter titled ***"Management's Discussion and Analysis of Financial Conditions and Results of Operations",*** beginning on ***page 193*** and ***223***, respectively of this Prospectus, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

**3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the chapter titled ***"Risk Factors"*** and ***"Management's Discussion and Analysis of Financial Conditions and Result of Operations"*****,** beginning on ***page 30*** and ***223*** respectively of this Prospectus, best to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

**4. Future relationship between Costs and Income**

Other than as described in the chapter titled ***"Risk Factors"*** beginning on ***page 30*** of this Prospectus, best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

**5. Competition Conditions**

Our Industry is fragmented consisting of large established players and small niche players. We compete with organized as well as unorganized sector on the basis of availability of product, product quality and product range. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. Industry is very competitive and we expect competition to continue and likely to increase in the future.

**6. Total Turnover of Each Major Industry Segment in which the Issuer Operates**
Our business is limited to a single reportable segment

**7. Status of any publicly announced new products or business segment.**
Our Company has not announced any new services or business segment**.**

**8. The extent to which business is seasonal.**
Our Company's business is not seasonal.

**9. Competitive conditions.**
Competitive conditions are as described under the chapters titled ***"Industry Overview"*** and ***"Business Overview"*** beginning on pages 105 and 125, respectively of this Prospectus.

## SECTION VI – LEGAL AND OTHER INFORMATION

## OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no:(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or Stock Exchanges against the Promoters in the last five financial years, including any outstanding action; or (v) Material Litigation (as defined below); involving our Company, Directors and Promoters.*

*For the purposes of (iv) above, in terms of the Materiality Policy adopted by our Board pursuant to a resolution dated March 01, 2025 any pending litigation / arbitration proceedings involving the Relevant Parties shall be considered "material" for the purposes of disclosure in this Prospectus, if:*

a.) *The aggregate monetary claim/ dispute amount/ liability made by or against our Company or our Subsidiaries in any such pending litigation (individually or in aggregate), is equivalent to or above the lower of (a) two percent of turnover, as per latest annual Restated Financial Statements; or (b) two percent of net worth, as per latest annual Restated Financial Statements, except in case the arthimetic value of the net worth is negative, or (c) five percent of the average of absolute value of profit and loss after tax, as per the last annual three Restated Financial Statements. Five percent of the average of absolute value of profit and loss after tax, as per the last three annual Restated Financial Statements, being the lowest of the above amounts to ₹ 6.45 lakhs;*

b.) *Any such pending litigation / arbitration proceeding involving the Directors or Promoters of our Company, which may have a material adverse impact on the business, operations, performance, prospects, financial position or reputation our Company; and*

c.) *any such litigation wherein a monetary liability is not determinable or quantifiable, or which does not fulfil the threshold as specified in (a) or (b) above, as applicable, or wherein our Company is not a party, but the outcome of which could, nonetheless, have a material effect on the business, operations, performance, prospects, financial position or reputation of our Company.*

*Our Board of Directors considers dues owed by our Company to the small-scale undertakings and other creditors exceeding 10% of restated trade payables for the most recent period for which financial statements have been included in the Prospectus as material dues for the Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on July 05, 2025. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the Statutory Auditors.*

*All terms defined in a particular litigation are for that particular litigation only.*

### 1. LITIGATION INVOLVING OUR COMPANY

#### i. Litigation against our Company

*1. Criminal Proceedings*

Nil

*2. Actions taken by Statutory/Regulatory Authorities*

Nil

*3. Tax Proceedings*

Below are the details of pending tax cases involving our Company, specifying the number of cases pending and the total amount involved:

*(₹ in lacs)except in case of numbers*

| Particulars | Number of cases | Amount involved* |
|---|---|---|
| | ***Indirect Tax*** | |
| Sales Tax/VAT | Nil | Nil |
| Central Excise | Nil | Nil |
| Customs | Nil | Nil |
| Service Tax | Nil | Nil |
| **Total** | Nil | Nil |
| | ***Direct Tax*** | |
| Cases filed against our Company | Nil | Nil |
| Cases filed by our Company | Nil | Nil |
| **Total** | Nil | Nil |

**To the extent quantifiable*

4. *Other Material Litigations*

Nil

5. *Disciplinary action against our Company by SEBI or any stock exchange in the last five Fiscals*

Nil

**ii. Litigation by our Company**

1. *Criminal Proceedings*

Nil

2. *Civil and other Material Litigations*

Nil

**2. LITIGATION INVOLVING OUR PROMOTERS**

***Cases filed against our Promoters***

1. *Criminal Proceedings*

Nil

2. *Actions taken by Statutory/Regulatory Authorities*

Nil

3. *Tax Proceedings*

Below are the details of pending tax cases involving our Promoters, specifying the number of cases pending and the total amount involved:

*(₹ in lacs)*

| Particulars | Number of cases | Amount involved* |
|---|---|---|
| ***Indirect Tax*** | | |
| Sales Tax/VAT | Nil | Nil |
| Central Excise | Nil | Nil |
| Customs | Nil | Nil |
| Service Tax | Nil | Nil |
| **Total** | Nil | Nil |
| ***Direct Tax*** | | |
| Cases filed against our Promoters | Nil | Nil |
| Cases filed by our Promoters | Nil | Nil |
| **Total** | Nil | Nil |

4. *Other Material Litigations*

Nil

***Cases filed by our Promoters***

1. *Criminal Proceedings*

Nil

2. *Other Material Litigations*

Nil

***Disciplinary action against our Promoters by SEBI or any stock exchange in the last five Fiscals***

As on date of this Prospectus, no disciplinary action including penalty imposed by SEBI or stock exchanges has been initiated against our Promoters in the last five Fiscals including any outstanding action.

## 3. LITIGATION INVOLVING OUR DIRECTORS

***Cases filed against our Directors***

6. *Criminal Proceedings*

Nil

7. *Actions taken by Statutory/Regulatory Authorities*

Nil

8. *Tax Proceedings*

Below are the details of pending tax cases involving our Directors, specifying the number of cases pending and the total amount involved:

*(₹ in lacs)*

| Particulars | Number of cases | Amount involved* |
|---|---|---|
| ***Indirect Tax*** | | |
| Sales Tax/VAT | Nil | Nil |
| Central Excise | Nil | Nil |
| Customs | Nil | Nil |
| Service Tax | Nil | Nil |
| **Total** | Nil | Nil |
| ***Direct Tax*** | | |
| Cases filed against our Directors | Nil | Nil |
| Cases filed by our Directors | Nil | Nil |
| **Total** | Nil | Nil |

**To the extent quantifiable*

3. *Disciplinary action by SEBI or any stock exchange in the last five Fiscals*

Nil

9. *Other Material Litigations*

Nil

***Cases filed by our Directors***

1. *Criminal Proceedings*

Nil

2. *Other Material Litigations*

Nil

## 4. LITIGATION INVOLVING OUR SUBSIDIARY

As on date of this Prospectus, our Company does not have any subsidiaries.

## 5. LITIGATION INVOLVING OUR GROUP COMPANIES

As on date of this Prospectus, Swastika Metcast is our Group company. Below mentioned is the details of the litigation involving our group company:

Forace polymers private limited Vs Swastika metcast private limited. [Arbitation Execution/164/2023] [Commercial Court, Dehradun]

*The Decree holder (Forace Polymer Private Limited) has filed for the execution petition of the commercial suit number 92/2022, decreed by the ADJ Commercial Court, Dehradun, Uttarakhand on 24th December 2022 for an outstanding claim of Rs. 33,40,802/- from Swastik Metcast Private Limited along with 9% interest till the date of realization of the dues. The matter is still pending.*

## 6. LITIGATION INVOLVING OUR KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

As on date of this Prospectus, there are no pending criminal proceedings or actions by regulatory authorities and statutory authorities involving our Key Managerial Personnel and Senior Management.

## 7. OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

In terms of the Materiality Policy dated March 01, 2025 our Company has 3 material creditors, as on March 31, 2025.

Details of amounts outstanding to material and other creditors as on March 31, 2025 is as follows:

*(₹ in lacs)*

| Particulars | No. of Creditors | Amount |
|---|---|---|
| Outstanding dues to material creditors | 3 | 469.46 |
| Outstanding dues to micro, small and medium enterprises | 33 | 72.10 |
| Outstanding dues to other creditors | 138 | 200.85 |
| **Total outstanding dues** | **174** | **742.41** |

For further details, refer to the section titled *"Financial Information"* on page 193 of this Prospectus.

## 8. MATERIAL DEVELOPMENT

There have not arisen, since the date of the last financial statements disclosed in this Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months. For further details, please refer to the chapter titled "*Management's Discussion and Analysis of Financial Position and Results of Operations*" on page 223 of this Prospectus.

*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current business activities and no further major approvals from any governmental/regulatory authority, or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

I. **Approvals for the Issue**

The following approvals have been obtained in connection with the Issue:

***Corporate Approvals:***

a. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on March 01, 2025 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

b. The Shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the Extraordinary General Meeting held on March 17, 2025 authorized the Issue.

***Approval from the Stock Exchange:***

c. In-principle approval dated June 13, 2025 from the SME Platform of BSE for using the name of the Exchange in the issue documents for listing of the Equity Shares issued by our Company pursuant to the issue.

***Agreements with NSDL and CDSL:***

d. The company has entered into an agreement dated March 24, 2025 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Share Transfer Agent, who in this case is, Accurate Securities & Registry Private Limited for the dematerialization of its shares.

e. Similarly, the Company has also entered into an agreement dated May 15, 2023 with the National Securities Depository Limited ("NSDL") and the Registrar and Share Transfer Agent, who in this case is Accurate Securities & Registry Private Limited for the dematerialization of its shares.

f. Our Company's ISIN is "INE0PTF01017"

**II Approvals pertaining to Incorporation of our Company**

| SL. NO. | Name of Registration | Registration No./CIN | Applicable Law | Issuing Authority | Date of Issue | Validity |
|---|---|---|---|---|---|---|
| 1. | Certificate of Incorporation in the name of "Swastika Castal Limited" | 21-79995/<br>U27101WB1996PLC079995 | Companies Act, 1956 | Registrar of Companies, West Bengal | 10-06-1996 | Perpetual |

**III Business and Operations Related Approvals**

| Sl. No. | Name of Registration | Registration/License No | Applicable Law | Issuing Authority | Date of Issue | Validity |
|---|---|---|---|---|---|---|
| 1. | Factory License | Registration No-865/27320/1997<br>License No- 11279 | The Factories Act, 1948 | Deputy Director, Indusial Safety and Health, Baroda | 27-Jul-2022 | 31-December - 2025 |
| 2. | GPCB Consent certificate | Consent order no-AWH-125726 | Air (Prevention and Control of Pollution) Act, 1981, Water (Prevention and Control of Pollution) Act 1974 | Gujrat Pollution Control Board | 20-04-2023 | 31-12-2027 |
| 4. | Employees Provident fund (EPF) | 2183184605BRD<br>Code Number: VDBRD0021310000 | Employees' Provident Funds and Miscellaneous Provisions Act, 1952 | Employees' Provident Fund Organisation | 19-08-2015 | Perpetual |
| 5. | ESIC Registration Certificate | 38000463360000699 | Employees' State Insurance Act,1948 | ESI Corporation, Baroda, Urmi Society, ESI Dispensary, No. D-1, Alka Puri, Baroda | 29-03-2019 | Perpetual |

| Sl. No. | Name of Registration | Registration/License No | Applicable Law | Issuing Authority | Date of Issue | Validity |
|---|---|---|---|---|---|---|
| 6. | Trade License (Kolkata) | C.E No: 000631004643 | Kolkata Municipal Corporation Act,1980 | Kolkata Municipal Corporation (License Department) | 31-07-2024 | Perpetual |
| 7. | IEC Certificate | 0298004810 | The Foreign Trade (Development and Regulation) Act, 1992 | Government of India, Ministry of Commerce and Industry, Directorate General of Foreign Trade | 22-06-1998 | Perpetual |
| 8. | ISO Certificate 9001:2015 | Registration No- 44 100 18391786 | The Bureau of Indian Standards Act, 2016 | TUV India Pvt. Ltd. | 30-05-2024 | 26-05-2027 |
| 9. | ISO Certificate 14001:2015 | Certificate Number-23DELG83 | The Bureau of Indian Standards Act, 2016 | ROHS Certification Pvt. Ltd. | 12-09-2023 | 11-09-2026 |
| 10. | Certificate of Stability | Certificate Number-SCL/1 | Factories Act,1948 | Director, Industrial Safety & Health, Gujarat State, Ahmedabad | 21-12-2022 | 20-12-2027 |
| 11. | Registered Exporter Certificate | Registration No- INREX0298004810EC005 | European Union regulations and India's Foreign Trade Policies | Export Inspection Council (EIC) | 26-11-2021 | Perpetual |
| 12. | Labour Certificate | Registration No-BRD/2020/CLRA/78 | The Contract Labour (Regulation & Abolition) Act, 1970 | Deputy Labour Commissioner Office, Baroda | 07-09-2020 | Perpetual |
| 13. | Shops and Establishment | KL04042P2019000013 | West Bengal Shops and Establishments Act, 1963 | Labour Commissionerate, Kolkata | 22-07-2002 | 21/07/2026 |
| 14. | Shops and Establishment | SHOP-RC-2025-03-19-0000004 | Vadodara Shops and Establishment | Vadodara Municipal Corporation | 13-03-2025 | Perpetual |

| | | | | | | |
|---|---|---|---|---|---|---|
| 15. | LEI Certificate | 335800J2XSLUNMQQC451 | Payment and Settlement Systems Act, 2007 | LEI Register India | - | 27-11-2025 |

## IV. Tax Related Approvals

| Sl. No. | Name of Registration | Registration No | Applicable Law | Issuing Authority | Date of Issue | Validity |
|---|---|---|---|---|---|---|
| 1. | Permanent Account Number [PAN] | AADCS9451P | Income Tax Act, 1961 | Income Tax Department | 10-06-1996 | Perpetual |
| 2. | Tax Deduction Account Number (TAN)* | CALS07630A | Income Tax Act, 1961 | Income Tax Department | - | Perpetual |
| 3. | Goods and Service Tax | 24AADCS9451P1ZR | Central Goods and Service Tax Act, 2017 | Central Board of Indirect Taxes & Customs | 01-07-2017 | Perpetual |
| 4. | Professional Tax | 194001163920 | The West Bengal State Tax on Professions, Trades, Callings and Employment Rules, 1979 | Kolkata Municipal Corporation, North Range | 25-02-2025 | 31-07-2025 |
| 5. | Central Excise | 24692800193 | Central Sales Tax (Registration and Turnover) Rules, 1957 | Asst. Commissioner Sales Tax, Vadodara | 27-09-2005 | Perpetual |

**Note:**

*The date of obtaining the TAN is not mentioned, as the application was submitted subsequent to the receipt of the PAN and the exact date of application could not be traced. However, we have verified the TAN by logging into the relevant portal, and confirm that the TAN is valid and currently active.

The Professional Tax registration for the registered office was recently obtained, as it was not previously mandatory—given that all business operations were conducted in Vadodara, Gujarat. However, to ensure full compliance with applicable laws and to safeguard the interests of all stakeholders, we have voluntarily secured the registration.

## V. Intellectual Property Related Approvals

We regard our intellectual property as one of the most important factors in contributing to our success, and our intellectual property rights include trademarks associated with our businesses and other rights arising from confidentiality agreements relating to our database, website content and technology.

| Trademark | Trademark Application/ Registration Number | Class of Registration | Trademark Type | Date of Issue/ Application | Status |
|---|---|---|---|---|---|
| | 6854620 | 6* | Device | 13-02-2025 | Formalities Chk pass |

* Class 6 (aluminium casting and aluminium article; casting, foils, powder, rolled, drawn or extruded semi-finished articles of aluminium or its alloys).

**V. Other Approvals**

| Sl. No. | Name of Registration | Registration No | Applicable Law | Issuing Authority | Date of Issue | Validity |
|---|---|---|---|---|---|---|
| 1. | Udyam Aadhaar Registration Certificate | UDYAM-GJ-24-0009745 | Micro, Small and Medium Enterprises Development Act, 2006 | Ministry of Micro, Small & Medium Enterprises, GOI | 26-11-2020 | Perpetual |

**VI. THE DETAILS OF DOMAIN REGISTERED BY OUR COMPANY ARE:**

| Sl. No. | Domain Name and ID | Sponsoring Registrar | Creation Date | Registration Expiry Date |
|---|---|---|---|---|
| 1. | https://sclcasting.com/ | OwnRegistrar, Inc. | 23-01-2025 | 23-01-2030 |

**VIII. APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED:**

We applied for the Shops & Establishment Certificate with the Vadodara Municipal Corporation under reference No. SHOP-RC-2025-03-19-0000004, dated 13.03.2025. However, we have not yet received the certificate.

*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

The Issue has been authorized by the board of directors by passing a resolution in the Board Meeting dated March 01, 2025 and the Issue has been authorized by the members by passing a special resolution in the Extra-ordinary General Meeting, dated March 17, 2025.

This Prospectus has been approved by our Board pursuant to its resolution passed on July 15, 2025.

Our Company has received in-principle approvals from BSE SME for the listing of the Equity Shares pursuant to its letter dated June 13, 2025.

### Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, members of the promoter group and our directors have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/ court.

Our Promoters and Directors are not directors or promoters of any other company which is debarred from accessing the capital market under any order or direction passed by SEBI or any other authorities.

Our Promoters and our Directors have not been declared as Fugitive Economic Offenders under section 12 of Fugitive Economic Offenders Act, 2018.

### Prohibition by RBI

Neither our Company, our Subsidiary, our Promoters, our Directors, the relatives (as defined under the Companies Act, 2013) of Promoters have been identified as a wilful defaulter or a fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter "***Outstanding Litigations and Material Development***" on page 232.

### Association with Securities Market

None of our Directors in any manner are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as promoters or directors.

### Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Directors, our Promoters and members of Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Prospectus.

### Eligibility for the Issue

Our Company is not ineligible in terms of Regulations 229(1) of SEBI ICDR Regulations for this Issue as:

- Neither our Company, nor our Promoters, promoter group nor directors are debarred from accessing the capital market by the Board.
- Neither our Promoters, nor any directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- Neither our Company, nor our Promoters, Promoter Group nor our directors, are Willful Defaulters or a Fraudulent Borrower.
- Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.
- Further, our Company has not been formed by the conversion of a proprietorship or a partnership firm or a limited liability partnership and therefore does not fall under Regulation 229(4) of the SEBI ICDR

Regulations. Further, there has not taken place a complete change of promoter of our Company and there are no new promoter(s) who have acquired more than fifty per cent of the shareholding of our Company and therefore does not fall under Regulation 229(5) of the SEBI ICDR Regulations.

**Disciplinary action**

- No regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.

- The Promoter(s) or directors shall not be promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.

- Director should not be disqualified/ debarred by any of the Regulatory Authority.

**1) Default**

No pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Companies.

**2) Name change**

In case of name change within the last one year, at least 50% of the revenue calculated on a restated and consolidated basis for the preceding 1 full financial year has been earned by it from the activity indicated by its new name.

3) There should not be any change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.

4) The composition of the board should be in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval.

5) The Company has not been referred to NCLT under IBC and there is no winding up petition against the company, which has been admitted by the court.

6) 100% of the Promoter's shareholding in the Company should be in Dematerialized form.

Net Tangible Assets should be **3 crores** or more. The company has Net Tangible Assets of ₹ 981.14 lakhs as of financial year ended March 31, 2025 and ₹ 910.74 lakhs for period ended March 31, 2024 which is more than ₹ 300 lakhs.

We further confirm that:

(i). In accordance with Regulation 260 of the SEBI ICDR Regulations, this issue is 100% underwritten and that the Lead Manager shall underwrite minimum 15% of the Issue Size.

(ii). In accordance with Regulation 268 of the SEBI ICDR Regulations, we shall ensure that the total number of proposed Allottee's in the issue shall be greater than or equal to Two hundred (200), otherwise, the entire application money will be refunded within 4 (four) days of such intimation. If such money is not repaid within 4 (four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (four) days, be liable to repay such application

money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, our Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

(iii). In terms of Regulation 246(1) of the SEBI ICDR Regulations, 2018, a copy of the prospectus will be filed with the SEBI through the LM immediately upon filing of the offer document with the Registrar of Companies.

However, as per Regulation 246(2) of the SEBI ICDR Regulations, 2018, The SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246(3) of the SEBI ICDR Regulations, 2018 the Lead Manager will also submit a due diligence certificate as per format prescribed by SEBI along with the prospectus to SEBI.

Further, in terms of Regulation 246(4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, The Lead Manager and the BSE SME. Moreover, in terms of Regulation 246(5) of the SEBI (ICDR) Regulations, 2018, a copy of prospectus shall also be furnished to the SEBI in a soft copy.

(iv). In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018 we hereby confirm that we have entered into an agreement dated June 04, 2025 with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the BSE SME.

(v). In accordance with Regulation 230(1)(h) of the SEBI (ICDR) Regulations, the objects of the Issue do not consist of repayment of loan taken from Promoters.

**We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.**

Our Company is eligible for to make an initial public offer in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI ICDR Regulations. Further, in terms of Regulation 229(3) of the SEBI ICDR Regulations, the Company have fulfilled the eligibility criteria for SME Platform of BSE Limited, which are as follows:

(a) The Company was incorporated in India on June 10, 1996 with the Registrar of Companies, Kolkata under Companies Act, 1956 and has track record of minimum period of 3 years.

(b) The Company has a total paid up share capital of ₹ 600.00 lakhs comprising 6,00,000 Equity Shares of face value of ₹ 10 each. The present issue consists of issue of 21,64,000 Equity Shares and the Post Issue Capital will be ₹ 816.40 lakhs.

(c) The Company has Net Tangible Assets of ₹ 981.14 lakhs which is more than ₹ 300.00 Lakhs.

(d) The Company has positive cash accruals (earnings before depreciation and tax) from operations in latest FY and also in 2 FYs out of latest 3 FYs. The company has operating profit of ₹ 521.09 lakhs , ₹ 251.11 lakhs and ₹ 233.62 lakhs for the years ended FY 2025, FY 2024 and FY 2023 respectively. Therefore, the company has operating profit of ₹ 1 crore from operations for 2 out of 3 latest financial years.

(e) The leverage ratio of the Company is 1.12 as on March 31, 2024 which is less than 3:1

(f) The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or NCLT.

(g) There is no winding-up petition against the Company, which has been admitted by a Court of competent jurisdiction or a liquidator has not been appointed.

(h) There has been no change in the Promoter(s) of the Company in the preceding one year from date of filing application to BSE for listing on BSE SME.

(i) The Company has facilitated trading in demat securities and has entered into an agreement with both the depositories.

(j) There has been no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the Company.

(k) As per the Restated Consolidated Financial Statements, the net-worth (excluding revaluation reserves) of the Company is ₹ 1,066.98 lakhs as at March 31, 2025 and ₹ 803.49 Lakhs as on March 31, 2024, which

is higher than ₹100.00 lakhs.

(l) The Company has a website https://sclcasting.com/

We further confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the SME Platform of BSE Limited.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Prospectus is being filed with BSE SME and our Company will make an application to SME Platform of BSE Limited for listing of its Equity Shares on the SME Platform of BSE Limited. The BSE Limited is the Designated Stock Exchange.
- Our Company has entered into an agreement dated May 15, 2023, with NSDL and agreement dated March 24, 2025 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
- The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoter is in dematerialised form.
- The entire fund requirements are to be financed from the Net Fresh Issue Proceeds, and there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue. For further details, please refer the chapter titled "***Objects of the Issue***" beginning on page 83.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (1) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

(a) Neither our Company nor our Promoter, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.

(b) None of our Promoter or Directors are promoter or directors of any other companies which are debarred from accessing the capital markets by the SEBI.

(c) Neither our Company nor our Promoter or Directors is a Wilful Defaulter or Fraudulent Borrower.

(d) None of our Promoter or Directors is a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

We further confirm that we shall be complying with all other requirements as laid down for such Issue under Chapter IX of SEBI ICDR Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

**Other Disclosures**:

We further confirm that: There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of our Promoters.

- There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company and Promoters during the past three years.
- There are no litigations record against our Company, Promoters, Directors and Subsidiaries except disclosed on page 232 in section "***Outstanding Litigation and Other Material Developments***".
- There are no criminal cases/investigation/offences filed against the director of our Company.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE PROSPECTUS. THE LEAD MANAGER, HORIZON MANAGEMENT PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN ON FORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT AND THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THE OFFER DOCUMENT IN RELATION TO ITSELF FOR ITS RESPECTIVE PORTION OF OFFERED SHARES, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, HAVE FURNISHED TO SEBI AND BSE LTD., A DUE DILIGENCE CERTIFICATE DATED JULY 14, 2025, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V INCLUDING ADDITIONAL CONFIRMATIONS AS PROVIDED IN FORM G OF SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS)REGULATIONS, 2025.**

**THE FILING OF THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE PROSPECTUS.**

All legal requirements pertaining to this Issue will be complied with at the time of filing of the Prospectus with the RoC, Kolkata 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, Kolkata including in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act.

**Disclaimer from our Company and the Lead Manager**

Our Company, our Promoters, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website, https://sclcasting.com/ would be doing so at his or her own risk.

The Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement entered between the Lead Manager and our Company on March 22, 2025 and the Underwriting Agreement dated June 04, 2025 entered into between the Underwriters and our Company and the Market Making Agreement dated June 04, 2025 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever.

Our Company and the Lead Manager shall make all information available to the public and investors at large and

no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. is not an associate of the Company and is eligible to be appointed as the Lead Manager in this Offer, under SEBI MB Regulations.

Investors who apply in this Offer will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non- compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

**Disclaimer in respect of jurisdiction**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are 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, 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, state industrial development corporations, provident funds (subject to applicable law), National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI, venture capital funds, permitted insurance companies and pension funds, permitted non-residents including Eligible NRIs, AIFs, FPIs registered with SEBI and QIBs. This Prospectus does not, however, constitute an issue 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 Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) at Kolkata, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**The Equity Shares have not been and will not be registered under the 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 Securities Act and applicable U.S. state securities laws.**

Applicants are advised to ensure that any Applications from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Applicant where required must agree in the Allotment Advice that such Applicants 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 pursuant to an exemption from, or in a transaction not subject to,

the registration requirements of the U.S. Securities Act.

**Disclaimer Clause of the BSE SME**

BSE Limited ("BSE") has vide its letter dated June 13, 2025, given permission to "Swastika Castal Limited" to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform ("SME platform") the Company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.
iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.
v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by SSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai.

**Disclaimer Clause under the U.S. Securities Act, 1933**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "**Securities Act**") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "**U.S. persons**" (as defined in Regulations of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India

**Filing**

This Prospectus is being filed with the SME Platform of BSE Limited, where the Equity Shares are proposed to be listed. BSE SME is located at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.

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

A copy of the Draft Prospectus/Prospectus, along with the material contracts and documents required to be filed under Section 26 of the Companies Act, 2013 would be filed with the ROC office situated at 4th Floor Plot No. IIIF/16, in AA-IIIF Rajarhat, New Town, Akandakeshari, Kolkata – 700 135, West Bengal, India through the electronic portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

**Listing**

Application will be made to the BSE SME for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

Our Company has received an In-principle Approval letter dated June 13, 2025 from BSE for using its name in this Issue Document for listing our shares on the BSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE SME, our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus. If such money is not repaid within four days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of fourth days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME mentioned above are taken within such period from the Issue Closing Date as may be required under the applicable laws.

**Consents**

Consents in writing of (a) our Directors, our Promoters, our Company Secretary & Compliance Officer, our Chief Financial Officer, our Statutory Auditor, Banker(s) to the Company, Independent Chartered Accountant; (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue*, Legal Counsel to the Issue, Underwriter(s) to the Issue*, Market Maker to the Issue* and Syndicate Members* to act in their respective capacities have been be obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

* The consents will be taken while registering the Prospectus with ROC.

**Experts**

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

Our Company has received written consent dated March 21, 2025, from M/s. O.P Rathi & Co, Chartered Accountants, the Peer Reviewed Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Peer Reviewed Auditor and in respect of its (i) examination report dated July 05, 2025 on our restated financial information; and (ii) its report dated July 07, 2025, on the statement of special tax benefits in this Prospectus and such consent has not been withdrawn as

on the date of this Prospectus.

Our Company has received written consent dated March 26, 2025, from Kirtesh Kumar G Shah, Independent Chartered Engineer to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Prospectus as an "expert" as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an Independent Chartered Engineer and in respect of the information contained in this certificate included in the offer documents.

The term "experts" and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act

**Impersonation**

**Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:**

***"Any person who-***

***a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or***

***b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or***

***c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under section 447 of the Companies, Act 2013***

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

**Particulars regarding Public or Rights Issues during the last five (5) years and performance vis-à-vis objects**

Our Company has not made any previous public during the last five (5) years preceding the date of this Prospectus, further for details in relation to right issue made by our Company during the five years preceding the date of this Prospectus, please refer to section titled "***Capital Structure***" on page 71.

**Performance vis-à-vis objects – issue of subsidiaries/ listed promoters**

As on date of this Prospectus, our Company does not have any listed subsidiaries. Further, as on date of this Prospectus, our Company does not have any corporate promoters.

**Previous issues of Equity Shares otherwise than for cash**

Other than as disclosed in the section titled "***Capital Structure***" on page 71, our Company has not undertaken a capital issue in the last three years preceding the date of this Prospectus.

**Underwriting Commission, brokerage and selling commission on Previous Issues**

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

**Performance vis-à-vis objects –Public/ rights issue of the listed subsidiaries/listed Promoter of our Company**

Our Promoters, Promoter Group, Group Company or any subsidiary company has not undertaken any previous public or right issue during the period of last five years.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares and other instruments**

Our Company does not have any outstanding debentures or bonds or preference redeemable shares as on the date of filing this Prospectus.

**Partly Paid-up Shares**

As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company.

**Outstanding Convertible Instruments**

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

**Option to Subscribe**

Equity Shares being offered through the Draft Prospectus/ Prospectus can be applied for in dematerialized form only.

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## PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUED HANDLED BY THE LM:

1. Disclosure of Price information of past issues handled by Horizon Management Private Limited

| Sr. No. | Issue Name | Issue Size (Rs in Lakhs) | Issue Price (Rs.) | Listing Date | Opening Price on Listing Date (Rs.) | +/-% change in closing price - 30th calendar days from listing* | +/- % change in closing benchmark - 30th calendar days from listing* | +/-% change in closing price - 90th calendar days from listing* | +/- % change in closing benchmark- 90th calendar days from listing** | +/-% change in closing price - 180th calendar days from listing* | +/- % change in closing benchmark- 180th calendar days from listing*** |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **Main Board** | | | | | | | | | | | |
| NIL | | | | | | | | | | | |
| **SME Board** | | | | | | | | | | | |
| 1 | Cosmic CRF Limited | 5,721.08 | 314 | 30-06-2023 | 251.2 | 10.83% | 2.23% | 6.70% | 2.16% | 87.24% | 10.23% |
| 2 | Baba Food Processing (India) Limited | 3,288.06 | 76 | 15-11-2023 | 76 | -6.93% | 7.66% | -23.48% | 9.86% | -23.75% | 12.10% |
| 3 | MVK Agro Food Product Limited | 6,588.00 | 120 | 07-03-2024 | 79 | -36.29% | 0.09% | -52.98% | -2.71% | -33.27% | 12.38% |
| 4 | Shree Karni Fabcom Limited | 4,249.44 | 227 | 14-03-2024 | 260 | 67.18% | 1.68% | 88.35% | 5.05% | 193.22% | 12.60% |
| 5 | Veritaas Advertising Limited | 848.16 | 114 | 21-05-2024 | 275 | -40.00% | 4.38% | -49.53% | 8.93% | -51.39% | 4.45% |
| 6 | Tunwal E-Motors Limited | 11,564.00 | 59 | 23-07-2024 | 64 | -9.87% | 1.19% | -26.56% | 1.53% | -25.82% | -5.21% |
| 7 | Forcas Studio Limited | 3,744.00 | 80 | 26-08-2024 | 152 | -34.42% | 3.72% | -37.85% | -4.41% | N.A. | N.A. |
| 8 | Osel Devices Limited | 7,065.60 | 160 | 24-09-2024 | 198.05 | -5.03% | -5.80% | 3.56% | -9.07% | N.A. | N.A. |
| 9 | Thinking Hats Entertainment Solutions Limited | 1,508.76 | 44 | 03-10-2024 | 60 | -6.23% | -3.75% | -25.18% | -6.36% | N.A. | N.A. |
| 10 | Onyx Biotec Limited | 2,934.10 | 61 | 22-11-2024 | 54.05 | -5.99% | -1.34% | 9.99% | -15.74% | N.A. | N.A. |
| 11 | Abha Power and Steel Limited | 3,854.40 | 75 | 04-12-2024 | 81.9 | -33.29% | -1.14% | -60.99% | -25.94% | N.A. | N.A. |
| 12 | Citichem India Limited | 1,260.00 | 70 | 03-01-2025 | 70 | -46.41% | -13.00% | N.A. | N.A. | N.A. | N.A. |
| 13 | Rexpro Enterprises Limited | 5,365.00 | 145 | 29-01-2025 | 117 | -24.06% | -15.29% | N.A. | N.A. | N.A. | N.A. |
| 14 | Swasth Foodtech Limited | 1493.00 | 94 | 28-02-2025 | 94 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| 15 | Super Iron Foundry Limited | 6,805.30 | 108 | 19-03-2025 | 108 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| 16 | Divine Hira Jewellers Limited | 3,183.84 | 90 | 24-03-2025 | 85.5 | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| 17 | Neetu Yoshi Limited | 7,704.00 | 75 | 04-07-2025 | 105 | N.A | N.A. | N.A. | N.A. | N.A. | N.A. |

*[@]As per Prospectus*
*Source: All share price data are taken from www.bseindia.com and www.nseindia.com*
** 30th calendar day has been taken as listing day plus 29 calendar days*
*** 90th calendar day has been taken as listing day plus 89 calendar days*
**** 180th calendar day has been taken as listing day plus 179 calendar days*
*[^] BSE as the Designated Stock Exchange*
*[$] NSE as the Designated Stock Exchange*

Notes:
1. *The information is as on the date of this Prospectus*
2. *Opening price information as disclosed on the website of the Designated Stock Exchange*
3. *In case where the security is not being traded on 30th, 90th and 180th day, the closing price on BSE/NSE of the previous trading day for the respective scrips has been considered. However, if scrips are not traded on that previous trading day then last trading price has been considered.*
4. *In case where 30th, 90th and 180th day is trading holiday, the closing price on BSE/NSE of the previous trading day has been considered for benchmark and security purpose*
5. *The BSE SENSEX and NIFTY 50 is considered as the Benchmark Index, depending upon the Designated Stock Exchange disclosed by the respective Issuer at the time of issue, as applicable.*
6. *N.A. means Not Applicable – Period not completed*
7. *"Closing Price" on the listing day of respective scrips is taken as "Base Price" for calculating % Change in Closing Price of the respective Issue on 30th / 90th / 180th Calendar days from listing.*
8. *"Closing Benchmark" on the listing day of the respective scrips is taken as "Base Benchmark "for calculating % Change in Closing Benchmark on 30th / 90th / 180th Calendar days from listing.*

2. Summary statement of price information of past issues handled by Horizon Management Private Limited

| Financial Year | Total no. of IPOs [#] | Total amount of funds raised (Rs. in Lakhs) [#] | 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% |
| **Main Board** | | | | | | | | | | | | | | |
| 2024-2025 | NIL | | | | | | | | | | | | | |
| 2023-2024 | NIL | | | | | | | | | | | | | |
| 2022-2023 | N.A. | | | | | | | | | | | | | |
| **SME Board** | | | | | | | | | | | | | | |

| | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 2024-2025 | **13 | 49,625.50 | - | 6 | 4 | - | - | - | 1 | 1 | - | - | - | - |
| 2023-2024 | *4 | 19,846.58 | - | 1 | 1 | 1 | - | 1 | - | 2 | - | 2 | - | - |
| 2022-2023 | N.A. | | | | | | | | | | | | | |

[#] *As per Prospectus*

*Notes*

1. *The information is as on the date of this Prospectus*
2. *The information for each of the financial years is based on the issues listed during such financial year*
3. *Data for number of IPOs trading at premium/discount taken at closing price on NSE or BSE on the respective date, depending upon the Designated Stock Exchange*

*** The scrips of Veritaas Advertising Limited and Tunwal E-Motors Limited were listed on May 21, 2024 and July 23, 2024 respectively. The scrips of Forcas Studio Limited, Osel Devices Limited and Thinking Hats Entertainment Solutions Limited were listed on August 26, 2024, September 24, 2024 and October 03, 2024 respectively have not completed 180 calendar days. The scrips of Onyx Biotec Limited and Abha Power and Steel Limited were listed on November 22, 2024 and December 04, 2024 respectively have not completed 90 calendar days. The scrips of Citichem India Limited and Rexpro Enterprises Limited were listed on January 03, 2025 and January 29, 2025, and have not completed 30 calendar days.*

**The scrips of Cosmic CRF Limited, Baba Food Processing (India) Limited, MVK Agro Food Product Limited and Shree Karni Fabcom Limited were listed on June 30, 2023, November 15, 2023, March 07, 2024 and March 14, 2024 respectively*

3. Break -up of past issues handled by Horizon Management Private Limited

| Financial Year | No. of SME IPOs | No. of Main Board IPOs |
|---|---|---|
| 2024-2025 | 13 | Nil |
| 2023-2024 | 4 | Nil |
| 2022-2023 | N.A. | N.A. |

4. For details regarding the track record of the Lead Manager, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website of the Lead Manager as set forth in the table below:

| **Sr. No.** | **Name of the Lead Manager** | **Website** |
|---|---|---|
| 1 | Horizon Management Private Limited | www.horizonmanagement.in |

**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 Prospectus, and accordingly, no stock market data is available for the Equity Shares.

**Mechanism for Redressal of Investor Grievances**

The Agreement amongst the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least eight (8) year from the last date of dispatch of the letters of allotment, or refund orders, demat credit or where refunds are being made electronically, giving of refund instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of Prospectus. Since there are no investor complaints received, none are pending as on the date of filing of this Prospectus.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

The Applicant should give full details such as name of the sole/ first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.

**Disposal of Investor Grievances by our Company**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has also constituted a Stakeholders Relationship Committee to review and redress the grievances of our security holders. For further details on the Stakeholders Relationship Committee, please refer to section titled "***Our Management***" on page 169.

The Company Secretary of our Company shall serve as the secretary of the Stakeholders' Relationship Committee.

**Our Company has appointed Mukesh Khanna, Company Secretary and the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:**

**Mukesh Khanna**
Swastika Castal Limited
**Address:** 306, Tower A Mayfair Corporate Park Kalali, Vadodara-390012, Gujarat, India
**E-mail:** compliance@aluminiumcasting.net
**Investor Grievance Email Id:** investorsrelation@aluminiumcasting.net

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 08, 2011, SEBI has launched a centralized web-based complaints redress system "**SCORES**". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

Our Company shall obtain authentication on the SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019, SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and SEBI Circular SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 and shall comply with the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 in relation to redressal of investor grievances.

**Status of Investor Complaints**

We confirm that we have not received any investor compliant during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

**Other confirmations**

Any person connected with the Issue shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Issue, except for fees or commission for services rendered in relation to the Issue.

**Exemption from complying with any provisions of securities laws, if any, granted by SEBI**

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## SECTION VII – ISSUE RELATED INFORMATION

## TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act 2013, SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note ("**CAN**"), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.

Please note that in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further, vide the said circular, Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

### Authority for the Issue

The present Public Issue of 21,64,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on March 01, 2025 and was approved by the Shareholders of the Company by passing Special Resolution at the Extraordinary General Meeting held on March 17, 2025 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

### Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see, "***Main Provisions of Article of Association***" on page 303.

### Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI Listing Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, see "***Dividend Policy***" and "***Main Provisions of Article of Association***" on page 192 and 303, respectively.

**Face Value and Issue Price**

The Equity Shares having a face value of ₹10.00 each are being offered in terms of this Prospectus at the price of ₹ 65 per Equity Share. The Offer Price is determined by our Company and Selling Shareholders in consultation with the Lead Manager and is justified under the chapter titled **"*Basis for Offer Price*"** beginning on page 95 of this Prospectus.

**Compliance with SEBI (ICDR) Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2025. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

**Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act, 2013;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI Listing Regulations, MOA and AOA of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., see "***Main Provisions of the Articles of Association***" on page 303.

**Allotment only in Dematerialized Form**

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, SEBI Listing 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:

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated March 24, 2025 between CDSL, our Company and the Registrar to the Issue.
- Tripartite Agreement dated May 15, 2023 between NSDL, our Company and the Registrar to the Issue

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

**Minimum Application Size, Market Lot and Trading Lot**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall be two lots provided that the minimum application size shall be above ₹ 2 Lakhs.

The trading of the Equity Shares will happen in the minimum contract size of 2000 Equity Shares and the same may be modified by the BSE SME from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 2000 Equity Shares is subject to a minimum allotment of 2000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

**Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within 4 (four) working days of closure of Issue.

**Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Kolkata, West Bengal.

**The Equity Shares have not been and will not be registered under the U.S Securities Act, 1933 or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the U.S. Securities Act, 1933 and the applicable laws of the jurisdictions where those offers and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

**Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013, and the rules framed thereunder, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Corporate Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate

nomination with our Company. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

**OFFER PROGRAM**

| | |
|---|---|
| **Offer Opens on** | Monday, July 21, 2025 |
| **Offer Closes on** | Wednesday, July 23, 2025 |

Applications and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing Date, applications will be accepted only between 10:00 a.m. and 4:00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

**LOT SIZE**

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the "Circular") standardized the lot size for Initial Public Issues proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

| **IPO Price Band (in Rs.)** | **Lot Size (no. of Shares)** |
|---|---|
| **Up to 14** | **10,000** |
| **More than 14 up to 18** | **8,000** |
| **More than 18 up to 25** | **6,000** |
| **More than 25 up to 35** | **4,000** |
| **More than 35 up to 50** | **3,000** |
| **More than 50 up to 70** | **2,000** |
| **More than 70 up to 90** | **1,600** |
| **More than 90 up to 120** | **1,200** |
| **More than 120 up to 150** | **1,000** |
| **More than 150 up to 180** | **800** |

| | |
|---|---|
| **More than 180 up to 250** | **600** |
| **More than 250 up to 350** | **400** |
| **More than 350 up to 500** | **300** |
| **More than 500 up to 600** | **240** |
| **More than 600 up to 750** | **200** |
| **More than 750 up to 1000** | **160** |
| **Above 1000** | **100** |

Further to the circular, at the Initial Public Offer stage the Registrar to Issue in consultation with Lead Manager, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/ allotment stage, facilitating secondary market trading. At the Initial Public Offering stage if the price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into. For example: if the proposed price band is at 24-28 than the Lot size shall be 4,000 shares.

**An indicative timetable in respect of the Offer is set out below:**

| | |
|---|---|
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or about July 24, 2025 |
| Initiation of Refunds / unblocking of funds from ASBA Account* | On or about July 25, 2025 |
| Credit of Equity Shares to demat account of the Allottees | On or about July 25, 2025 |
| Commencement of trading of the Equity Shares on the Stock Exchanges | On or about July 28, 2025 |

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchange Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock;(iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding -Two Working Days from the Offer Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding Two Working Days from the Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The post Offer LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021and the Applicant shall be compensated inthe manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, as amended pursuant toSEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 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.*

In terms of Regulation 265 of SEBI ICDR Regulations, the Offer shall be open after at least three (3) working days

from the date of filing the Prospectus with the Registrar of Companies.

In terms of Regulation 266 (3) of SEBI ICDR Regulations, in case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Offer Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the provisions of Regulation 266(1).

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Offer Closing Date, the timetable may change due to various factors, such as extension of the Offer Period by our Company and Selling Shareholders, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws. 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. Each of the Selling Shareholders confirms that it shall extend such reasonable support and co-operation in relation to its respective portion of the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within Three Working Days from the Offer Closing Date or such other period as may be prescribed by SEBI.

Applications and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Offer Period (except for the Offer Closing Date). On the Offer Closing Date, the Applications and any revision to the same shall be accepted between 10.00 a.m. and 3.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Individual Investors who applies for minimum application size after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Offer Closing Date, the Applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Offer Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Offer Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Offer. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

The above timetable is indicative and does not constitute any obligation or liability on our Company, our Promoters, the Selling Shareholders or the Lead Managers. Whilst our Company and the Selling Shareholders 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 Three (3)Working Days from the Offer Closing Date or such period as may be prescribed, with reasonable support and co-operation of the Promoter, as may be required in respect of its respective portion of the offered Shares, the timetable may change due to various factors, such as extension of the Offer Period by our Board, as applicable, in consultation with the Lead Managers. 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 Promoter confirms that it shall extend such reasonable support and co-operation in relation to its respective portion of the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within Six Working Days from the Offer Closing Date or such other period as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the Lead Managers will submit reports of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding -Two (2) Working Days from the Offer Closing Date, the Applicant shall be compensated for the entire duration of delay exceeding Four (4) Working Days from the Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. SEBI is in the process of streamlining and reducing the post Offer timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus may result in changes

to the above-mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.
The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Offer closure time from the Offer Opening Date till the Offer Closing Date by obtaining the same from the Stock Exchange. The SCSB's shall unblock such applications by the closing hours of the Working Day.

It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.

In case of force majeure, banking strike or similar circumstances, the Issuer may, for reasons to be recorded in writing, extend the (Offer) period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Offer Period not exceeding ten (10) working days.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Individual Investors who applies for minimum application size can revise or withdraw their Applications prior to the Offer Closing Date. Except Allocation to Individual Investors who applies for minimum application size, Allocation in the Offer will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Offer shall ask the relevant SCSB or the member of the Syndicate for rectified data.

**Minimum Subscription and Underwriting**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not be subscribed and the sum payable on application is not received within a period of 30 (thirty) days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company, to the extent applicable, shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable law.

In terms of Regulation 272(2) of SEBI (ICDR) Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within (two) days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within 4 (four) days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (two hundred).

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, see "***General Information - Underwriting***" on page 61.

Further, in accordance with Regulation 267(2) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall be two lots per application, provided the minimum application size shall be above ₹ 2,00,000.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**Migration to Main Board**

Pursuant to Regulation 277 of SEBI (ICDR) Regulations 2018, An issuer, whose specified securities are listed on a SME Exchange and whose post-issue face value capital is more than ten crore rupees and up to twenty five crore rupees, may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if such issuer fulfils the eligibility criteria for listing laid down by the Main Board;

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Further, BSE has reviewed its criteria for Migration of SME Companies to BSE Main Board dated November 24, 2023 vide notice no. 20231124-55 effective from January 01, 2024 as follows:

| Eligibility Criteria | Details |
|---|---|
| Paid up capital and market capitalization | Paid-up capital of more than Rs. 10 Crores and Market Capitalisation should be minimum Rs. 25 Crores.<br>***(Market Capitalisation will be the product of the price (average of the weekly high and low of the closing price of the related shares quoted on the stock exchange during 3 (Three) months prior to the date of the application) and the post issue number of equity shares.)*** |
| Promoter holding | Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application. |
| Financial Parameters | • The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediately preceding Financial Year of making the migration application to Exchange.<br>• The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years. |
| Track record of the company in terms of listing/ regulatory actions, etc. | The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years. |
| Regulatory action | • No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals.<br>• No Debarment of company, promoters/promoter group, subsidiary company by SEBI.<br>• No Disqualification/Debarment of directors of the company by any regulatory authority.<br>• The applicant company has not received any winding up petition admitted by a NCLT. |
| Public Shareholder: | The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern. |
| Other parameters like No. of shareholders, utilization of funds | • No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies.<br>• No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies.<br>• The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per |

| | |
|---|---|
| | the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform.<br>• The applicant company has no pending investor complaints.<br>• Cooling off period of 2 months from the date the security has come out of trade-to-trade category or any other surveillance action. |

***Note:*** *Where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹25 crores, the issuer may undertake further issuance of capital without migration from SME exchange to the main board, subject to the issuer undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s).*

**Market Making**

The shares offered through this Issue are proposed to be listed on the BSE SME (SME platform of BSE), wherein the LMto this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of BSE.

For further details of the agreement entered into between the Company the LMand the Market Maker, see "***General Information***" on page 61.

**Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of 2000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

**Option to receive securities in Dematerialized Form**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act. Further it is mandatory for the investor to furnish the details of his/her depositary account, & if for any reasons details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

**As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue:**

The current provisions of the Foreign Exchange Management (Debt Instruments) Regulations, 2019, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management Act and regulations and rules made therein, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

**Application by Eligible NRI's, FPI's, VCF's, AIFs registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

## RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for the lock-in of the pre-Issue capital of our Company, Promoter's minimum contribution as provided under the chapter titled ***"Capital Structure"*** on page 71 of this Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. Moreover, there is no material clause of Article of Association that has been left out from disclosure having bearing on the IPO. For details, please refer chapter titled ***"Description of Equity Shares and terms of the articles of association"*** on page 303 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the LMare not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

**Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in a widely circulated English national daily newspaper and in a widely circulated Hindi national daily newspaper and in a widely circulated Bengali daily newspaper as Bengali being regional language of West Bengal , where our Registered Office is located) and shall be made available to the Stock Exchange for the purpose of uploading on its website.

**Withdrawal of the Issue**

Our Company in consultation with the LM, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper in which the pre-issue advertisements were published, within 2 (two) days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the issue. The LMthrough, the Registrar of the issue, shall notify the SCSBs and the Sponsor Bank, as applicable, to unblock the bid amounts in bank accounts of the ASBA Bidders and the LMshall notify the Escrow Collection Bank to release the Bid Amounts of the Anchor Investors and any other investors, as applicable, within 1 (one) working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed.

If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the filing of Draft Prospectus/ Prospectus with Registrar of Companies.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own*

*enquiries about the limits applicable to them. Our Company and the LMdo not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the LMare not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations*.

**ADDITIONAL INFORMATION FOR INVESTORS**

No pre-IPO placements have been undertaken since the filing of this Draft Prospectus.

*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital will be ₹ 816.40 lakhs, shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE Limited). For further details regarding the salient features and terms of such an issue, please refer chapter titled **"*Terms of Issue*"** and **"*Issue Procedure*"** on page no. 257 and 271 respectively of this Prospectus.

**Issue Structure**

Initial Public Issue of 21,64,000 * Equity Shares of ₹10 each for cash at a price of ₹ 65 per Equity Share (including a Share Premium of ₹ 55 per Equity Share), aggregating to ₹ 1,406.60 Lakhs by the our Company.
**Subject to finalization of Basis of Allotment*

The Issue comprises reservation of 1,10,000 Equity Shares of ₹ 10 each for subscription by the designated Market Maker (the "**Market Maker Reservation Portion**") and Net Issue to Public of 20,54,000 Equity Shares of ₹ 10 each (the "**Net Issue**"). The Issue and the Net Issue will constitute 26.51% and 25.16%, respectively of the post Issue paid up equity share capital of the Company. The Offer is being made through the Fixed Price Process. This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, 2018, as amended from time to time.

| Particulars | Net Offer to Public | Market Maker Reservation Portion |
|---|---|---|
| Number of Equity Shares<br><br>available for allocation (1) | 20,54,000 Equity Shares | 1,10,000 Equity Shares |
| Percentage of Offer Size<br><br>available for Allocation | 94.92 % of the Offer Size | 5.08 % of the Offer Size |
| Basis of Allotment | Proportionate subject to minimum allotment of 2000 Equity Shares and further allotment in multiples of 2000 Equity Shares each (1)<br><br>For further details please refer section explaining the Basis of Allotment in the GID | Firm Allotment |
| Mode of Application^ | All the applicants shall make the application (Online or Physical) through the ASBAProcess only (including UPI mechanism for Individual Investors who applies for minimum application size using Syndicate<br><br>ASBA) | |
| Mode of Allotment | Compulsorily in dematerialized form | |

| | | |
|---|---|---|
| Minimum Application Size | ***For Other than Individual Investors who applies for minimum application size:***<br><br>uch number of Equity Shares in multiples of 2000 Equity Shares such that the ApplicationValue exceeds ₹ 2,00,000<br><br>***For Individuals Investors who applies for minimum application size:***<br><br>4000 Equity Shares | 1,10,000 Equity Shares of Face Value ₹ 10.00 |
| Maximum Application Size | ***For Other than Individual Investors who applies for minimum application size:***<br><br>Such number of Equity Shares in multiples 2000 Equity Shares not exceeding the size of the Net Offer, subject to applicable limits to theApplicant<br><br>***For Individuals Investors:***<br><br>Such number of Equity Shares in multiples of 2000 Equity Shares such that the bid size doesn't exceed 2 bid lots | 1,10,000 Equity Shares of Face Value ₹ 10.00 |

*^ As specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications inpublic issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchange shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmationon the application monies blocked. The circular shall be applicable for all categories of investors viz. Individual Investors who applies for minimum application size, QIBs, Non-Institutional Investors, and also for all modes through which the applications are processed.*

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

*(a) Minimum fifty per cent to Individual Investors who applies for minimum application size; and*

*(b) Remaining to:*

*i) individual applicants other than Individual Investors who applies for minimum application size; and*

*ii) other investors including corporate bodies or institutions, irrespective of the number of specifiedsecurities*

*applied for;*

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

*Explanation - For the purpose of sub-regulation (2), if the Individual Investors who applies for minimum application size category is entitled to more than fifty per cent of the Offer size on a proportionate basis, the Individual Investors who applies for minimum application size shall be allocated that higher percentage."*

*(2) In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.*

*(3) In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including Individual Investors applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Offer must apply through an ASBA Account maintained with any other SCSB.*

This Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please refer chapter titled **"*Offer Procedure*"** beginning on page 271 of this Prospectus.

*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## ISSUE PROCEDURE

*All Applicants shall review the "General Information Document for Investing in Public Issues" prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars ("**General Information Document**"), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations.*

*The General Information Document will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the BSE and the Lead Manager, before opening of the Offer. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.*

*SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc shall be applicable to the Public Offer opening on or after January 1, 2022 and October 1, 2021 respectively.*

*Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Applicants; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds (vii) interest in case of delay in Allotment or refund (viii) illustration explaining the procedure of allotment for Non-Institutional Investors in case of initial public offer by SME companies ; and (viii) illustration explaining the procedure of allotment for Non-Institutional Investors in case of initial public offer by SME companies.*

*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, had introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Individual Investors applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*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 no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by Individual Investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was 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**") and this phase was to continue till March 31, 2020 and post which reduced timeline from T+6 days to T+3 days was to be made effective using the UPI Mechanism for applications byIndividual Investors. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Applicants ("**UPI Phase III**"), and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 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 ("**T+3 SEBI Circular**"). The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued*

*by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of this Prospectus. SEBI, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars to the extent relevant for RTAs, and rescinded these circulars. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application size are up to ₹5 lakhs shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Prospectus.*

*In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA 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 three Working Days from the Bid/Offer Closing Date, the Applicant shall be compensated as per applicable law. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Applicants shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

*Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications 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 this Prospectus and the Prospectus.*

*Further, our Company and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.*

**Fixed Price Offer Procedure**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**") read with Regulation 252 of the SEBI ICDR Regulations, the Offer is being made for at least 25% of the post-Offer paid-up Equity Share capital of our Company. The Offer is being made under Regulation 229(2) of Chapter IX of the SEBI ICDR Regulations via the fixed price offer method. In terms of Regulation 253(2) of Chapter IX of the SEBI ICDR Regulations, 50% of the Net Offer to the public is being offered to the Individual Applicants and the balance shall be issued to Non-Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Offer Price.

Subject to the valid Applications being received at Offer Price, allocation to all categories in the Net Offer shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the BSE. However, if the individual investor category is entitled to more than fifty per cent of the net Offer on a proportionate basis, the Individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of the BSE or Registered Registrar to the Offer and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company, in consultation with the Lead Manager, may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the BSE.**

**Phased Implementation of UPI Mechanism**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by Individual Investors through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an In had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019. Under this phase, submission of the ASBA Form without UPI by Individual Investors to Designated Intermediaries (other than SCSBs) for blocking of funds will be discontinued. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, pursuant to SEBI circular dated March 30, 2020, this phase has been extended till further notice.

**Phase III:** This phase was applicable on a voluntary basis for all issues opening on or after September 1, 2023, and has become applicable on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time.

The Offer will be made under UPI Phase III of the UPI Circular (on a mandatory basis).

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and the SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (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 Applicants 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–Offer LM will be required to compensate the concerned investor.

The processing fees for applications made by UPI Applicants using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. For further details, refer to the General Information Document available on the websites of the BSE and the LM.

Further, pursuant to the SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use UPI and shall also provide their UPI ID in the Application Form submitted with any of the entities mentioned herein below:

i. a syndicate member;

ii. a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity);

iii. a depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity);

iv. a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity). For further details, refer to the General Information Document available on the websites of the BSE and the LM.

**Electronic Registration of Bids**

a) The Designated Intermediary may register the Applications using on-line facilities of the BSE. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into on-line facilities on a regular basis before closure of the Offer.

b) On the Offer Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the BSE and as disclosed in the Prospectus.

c) Only Applications that are uploaded on the BSE Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Offer Closing Date to modify select fields uploaded in the BSE SME platform during the Offer Period after which BSE SME sends the application information to the Registrar to the Offer for further processing.

**Availability of Prospectus and Application Forms**

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Offer, Registrar to the Offer as mentioned in the Application Form. An electronic copy of the Application Form will also be available for download on the website of the BSE i.e. www.bsesme.com at least one day prior to the Offer Opening Date.

All the investors (except Individual Investors) applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, Individual Investors applying in public Offer through intermediaries shall use only UPI payment mechanism for application. The application form submitted by NIIs and QIBs must provide applicant's bank account details and authorization to block funds in the relevant space provided in the Application Form. Further, Individual Investors submitting application form using UPI shall

mention the UPI of his/her own Bank account in the application form in the relevant space. The Application Forms that do not contain applicant's bank account details or UPI of own Bank Account, as the case may be, are liable to be rejected. All the investors are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which could have been blocked by the SCSB.

Applicants shall ensure that the Applications are made on the Application Forms bearing the stamp of the syndicate member/ SCSBs/ RTA/ DPs/ stock brokers, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected. Applications made by the Individual Investors using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The prescribed colour of the Application Form for various categories is as follows:

| Category | Colour of Application Form* |
|---|---|
| Resident Indians, including resident QIBs, Non-Institutional Investors, Individual Investors and Eligible NRIs applying on a non-repatriation basis | White |
| Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis | Blue |

**excluding electronic Application Forms downloaded by the Applicants.*

**Submission and Acceptance of Application Forms**

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account or UPI linked Bank Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

(a) An SCSB, with whom the bank account to be blocked is maintained
(b) A syndicate member (or sub-syndicate member)
(c) A stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)
(d) A depository participant (whose name is mentioned on the website of the stock exchange as eligible for this activity)
(e) A registrar to an issuer and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails Individual Investors submitting Application with any of the entities at (b) to (e) above (hereinafter referred as "**Intermediaries**"), shall enter their UPI ID in the application form.

The aforesaid Intermediaries shall, at the time of receipt of Application, give an acknowledgement to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Application Form, in physical or electronic mode, respectively.

Designated Intermediaries (other than SCSBs) after accepting Application Form submitted by NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of the BSE and shall submit/deliver the Application Forms to respective SCSBs where the Applicants have a bank account and shall not submit it to any non-SCSB Bank.

For Applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of Stock Exchange. Further, Intermediaries shall retain physical application forms submitted by Individual Investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the Company/ Registrar to the Offer. However, in case of electronic forms,

"printouts" of such applications need not be retained or sent to the Company. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

SCSB, after accepting the form, shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and blocked funds available in the bank account specified in the form, to the extent of the Application money specified.

It is clarified that Individual Investors may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The uploading of the details in the electronic bidding system of stock exchange will be done by:

| | |
|---|---|
| **For Applications submitted by investors to SCSB:** | After accepting the form submitted by Individual Investors (without using UPI for payment), NIIs and QIBs, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the Application money specified. |
| **For Applications submitted by investors (other than Individual Investors) to intermediaries other than SCSBs without use of UPI for payment:** | After accepting the Application Form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of the BSE. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to the designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer. |
| **For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment** | After accepting the Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).<br><br>The BSE shall share application details including the UPI ID with Sponsor Bank on a continuous basis through API integration, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds.<br><br>Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor shall accept mandate request for blocking of funds on his / her mobile application, associated with the UPI ID linked bank account. |

The BSE shall validate the electronic application details with the depository's records for DP ID/Client ID and PAN Combination, on a real time basis through API Integration and bring the inconsistencies to the notice of the intermediaries concerned, for rectification and re-submission within the time specified by the BSE.

The BSE shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not both), bank code and location code in the application details already uploaded.

Upon completion and submission of the Application Form to the Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

**Who Can Apply?**

**As per the existing RBI regulations, OCBs are not eligible to participate in this Offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of the RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with prior approval of the Government if the investment is through Government Route and with prior approval of the RBI if the investment is through Automatic Route on a case to case basis. OCBs may invest in this Offer provided it obtains prior approval from the RBI or prior approval from the Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

Each Applicant should check whether it is eligible to apply under the applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

**Subject to the above, an illustrative list of Applicants is as follows:**

(a) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

(b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;

(c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

(d) QIBs;

(e) Mutual Funds registered with SEBI;

(f) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Offer;

(g) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to the RBI permission, and the SEBI Regulations and other laws, as applicable);

(h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;

(i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

(j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Applicant's category;

(k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

(l) Foreign Venture Capital Investors registered with SEBI;

(m) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

(n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

(o) Insurance Companies registered with the Insurance Regulatory and Development Authority, India;

(p) Provident Funds with minimum corpus of ₹25 crores and who are authorized under their constitution to hold and invest in equity shares;

(q) Pension Funds with minimum corpus of ₹25 crores and who are authorized under their constitution to hold and invest in equity shares;

(r) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of

the Government of India published in the Gazette of India;

(s) Insurance funds set up and managed by army, navy or air force of the Union of India;

(t) Multilateral and bilateral development financial institution;

(u) Eligible QFIs;

(v) Insurance funds set up and managed by army, navy or air force of the Union of India;

(w) Insurance funds set up and managed by the Department of Posts, India;

(x) Any other person eligible to applying in this Offer, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

(a) Minors (except under guardianship)
(b) Partnership firms or their nominees
(c) Foreign Nationals (except NRIs)
(d) Overseas Corporate Bodies

***The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.***

**Participation by Promoter and Promoter Group of the Company, the LM and the Syndicate Members**

The Lead Manager shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager, if any, may subscribe the Equity Shares in the Offer, in the Non-Institutional Portion where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of Lead Manager and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

The Promoters and member of our Promoter Group and any persons related to our Promoters and members of our Promoter Group cannot participate in the Offer.

**Application by Indian Public Including Eligible NRIs Applying on Non-Repatriation**

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depositary), foreign nationals, trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

**Application by Mutual Funds**

With respect to application by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Application in respect of more than one scheme of the Mutual Fund will not be treated as multiple Application provided that the Application clearly indicates the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in 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.

**Application by Eligible NRIs**

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB or confirm or accept the UPI Mandate Request (in case of Individual Investors Applying through the UPI Mechanism) to block their Non- Resident External ("**NRE**") accounts (including UPI ID, if activated), or FCNR Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their respective SCSB confirm or accept the UPI mandate request (in case of Individual Investors using the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Application Amount, at the time of the submission of the Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting an Application Form.

Eligible NRIs Applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

Eligible NRIs Applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Participation by Eligible NRIs in the Offer shall be subject to the FEMA Non-Debt Instruments Rules. Only Application accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

In accordance with the FEMA Non-Debt Instruments 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.

**Application by FPIs**

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-Offer Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments 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 Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Applications by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Applications:

FPIs which utilise the multi-investment manager structure;

Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;

Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;

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;

Multiple branches in different jurisdictions of foreign bank registered as FPIs;

Government and Government related investors registered as Category 1 FPIs; and

Entities registered as collective investment scheme having multiple share classes.

The Application belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as single Application in the Application process. The Equity Shares allotted in the Application may be proportionately distributed to the applicant FPIs (with same PAN).

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-debt Instruments 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 22 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; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, *inter alia*, the following conditions:

(a) such 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 are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Application Form for non-residents.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that applications received from FPIs bearing the same PAN shall be treated as multiple Applications and are liable to be rejected, except for Applications from FPIs that utilize the multiple investment manager structure in accordance with the SEBI master circular bearing reference number SEBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022 ("**MIM Structure**"), provided such Applications have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Applications 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 Applications, FPIs making multiple Applications using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Application Forms that the relevant FPIs making multiple Applications utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Applications are liable to be rejected. Further, in the following cases, the applications by FPIs will

not be considered as multiple applications: involving (i) the MIM Structure and indicating the name of their respective investment managers 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 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Please note that in terms of the General Information Document, the maximum application by any Applicant including Non-Retail Investor Applicant should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Applicant utilising the MIM Structure shall be aggregated for determining the permissible maximum Application. Further, please note that as disclosed in the Prospectus read with the General Information Document, Application Forms are liable to be rejected in the event that the Application in the Application Form exceeds the Offer 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 Prospectus.

For example, an FPI must ensure that any Application by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Application by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Applying through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital shall be liable to be rejected.

**Applications by SEBI Registered VCFs, AIFs and FVCIs**

The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the SEBI VCF Regulations venture capital funds which have not re-registered as AIFs 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 fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest (under Schedule I of the FEMA Non-Debt Instruments Rules) only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

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, 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.

Participation of AIFs, VCFs and FVCIs shall be subject to the FEMA Rules

**All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

Our Company or the LM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

**Applications 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 Application Form. Failing this, our Company in consultation with the LM reserves the right to reject any Application without assigning any reason thereof.

**Applications by Banking Companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form. Failing this, our Company, in consultation with the LM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, 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.

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, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

**Applications by SCSBs**

SCSBs participating in the Offer 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.

**Applications by Insurance Companies**

In case of Applications made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Application Form. Failing this, our Company in consultation with the LM reserves the right to reject any Applications without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (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;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

* *The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

**Applications by Provident Funds/Pension Funds**

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Application Form. Failing this, our Company in consultation with the LM reserves the right to reject any Applications, without assigning any reason thereof.

**Applications under Power of Attorney**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, NBFC-SI insurance funds set up by the army, navy or air force of 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 and pension funds with a minimum corpus of ₹250 million, in each case, subject to applicable law and in accordance with their respective constitutional documents, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form. Failing this, our Company in consultation with the LM reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the LM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form subject to such terms and conditions that our Company in consultation with the LM may deem fit.

**Applications by Systemically Important Non-Banking Financial Companies**

In case of Applications 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 auditor, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer 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 the RBI from time to time.

**The above information is given for the benefit of the Applicant. 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 Prospectus. Applicants are advised to make their independent investigations and ensure that any single Application 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 Prospectus and the Prospectus.**

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

**Indicative Process Flow for Applications in Public Offer**

**ASBA Process**

**In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.**

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer to the below mentioned links on the website of SEBI:

https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34

A Resident Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("**ASBA Account**") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

**Channels of Submission of Application Forms**

From July 1, 2019 in Phase II, Individual Investors shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public issue:

| Category of Investor | Channel I | Channel II | Channel III | Channel IV |
|---|---|---|---|---|
| Individual Investor (RII) | Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.<br><br>For such Applications the existing process of uploading the Application and blocking of funds in the Individual Investors account by the | Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by the Registered Brokers. | Not Applicable | RIIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of blocking of funds. |
| Non- Institutional Investor (NII) including Qualified Institutional Buyer | | | Investor may submit the Application Form with any of the Designated Intermediaries, along | Not Applicable |

| Category of Investor | Channel I | Channel II | Channel III | Channel IV |
|---|---|---|---|---|
| (QIB) | SCSB would continue. | | with details of his/her ASBA Account for blocking of funds.<br><br>For such Applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds. | |

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such Applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Applications and shall not upload such Applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each Application into the electronic bidding system as a separate Application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Application Form, as the case may be.

Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

**Process Flow for Applications in Public Offer Submitted by Individual Investor**

In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, the Individual Investors would also have the option to submit application form with any of the intermediary and use his / her bank account linked UPI ID for the purpose of blocking of funds with effect from January 01, 2019.

The detailed process in this regard is as detailed hereunder:

**Application and Validation Process**

(a). submission of the application with the intermediary, the RII would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).

(b). The RII will fill in the Application details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.

(c). The intermediary upon receipt of form will upload the Application details along with UPI ID in the BSE SME bidding platform.

(d). Once the Application has been entered in the bidding platform, the exchange will undertake validation of the

PAN and Demat Account details of the RII with the depository.

(e). Depository will validate the aforesaid Application details on a real time basis and send response to the BSE which would be shared by BSE with an intermediary through its platform, for corrections, if any.

(f). SMS from BSE to the RII for applying: Once the Application details are uploaded on the BSE platform, the BSE shall send an SMS to the RII regarding submission of his / her application daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next Working Day.

**The Block Process**

(a). Post undertaking validation with depository, the Stock Exchange will, on a continuous basis, electronically share the Application details along with Individual Investors UPI ID, with the Sponsor Bank appointed by the Company.

(b). The Sponsor Bank will initiate a mandate request on the RII i.e. request the RII to authorize blocking of funds equivalent to Application Amount and subsequent debit of funds in case of Allotment. For all pending UPI Mandate Requests, the Sponsor Bank will initiate requests for blocking of funds in the ASBA Accounts of relevant investors with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Offer Closing Date **("Cut-Off Time")**. Accordingly, the Individual Investors using the UPI Mechanism need to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests after the Cut-Off Time will lapse.

(c). The request raised by the Sponsor Bank, would be electronically received by the RII as a SMS / intimation on his / her mobile number/mobile application, associated with the UPI ID linked bank account.

(d). The RII would be able to view the amount to be blocked as per his / her Application in such intimation. The RII would also be able to view an attachment wherein the IPO Application details submitted by the RII will be visible. After reviewing the details properly, the RII would be required to proceed to authorize the mandate. Such mandate raised by Sponsor Bank would be a one-time mandate for each Application in the IPO.

(e). Upon successful validation of block request by the RII, as above, the said information would be electronically received by the Individual Investors' bank, where the funds, equivalent to Application Amount, would get blocked in the Individual Investors account. Intimation regarding confirmation of such block of funds in the Individual Investors account would also be received by the RII.

(f). The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.

(g). The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.

(h). The RIIs would continue to have the option to modify or withdraw the Application till the closure of the Offer Period. For each such modification of Application, the INDIVIDUAL INVESTORS will submit a revised Application and shall receive a mandate request from Sponsor Bank to be validated as per the process indicated above.

Post closure of the Offer, the BSE will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by the INDIVIDUAL INVESTORSs using UPI ID.

**Number of Applications Per Bank Account**

An investor making Application using any of the channels under the UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of

reconciliation. RTA shall undertake technical rejection of all Applications to reject Applications made using third party bank account.

**How to Apply?**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

**Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by applicant and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount.

However, Non-Retail Applicants shall neither withdraw nor lower the size of their Applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that, in terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 and all related circulars issued thereafter, Individual Investors applying in public Offer may use either Application Supported by Blocked Amount (ASBA) facility for making Application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the applicable SEBI regulations, into the ASBA Public Offer Account. The balance amount, if any, against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Offer.

In case of Applications made by using any of channels under the UPI Payments Mechanism, post closure of the Offer, the BSE will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to Applications made by the Individual Investors using UPI ID.

The RTA, based on information of Applications and blocking received from the SBE, would undertake reconciliation of the Application data and block confirmation corresponding to the Applications by all investor category Applications (with and without the use of UPI) and prepare the Basis of Allotment.

Upon approval of Basis of Allotment, RTA will share the debit file with Sponsor Bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the Public Offer Account and unblocking of excess funds in the Individual Investors account. The Sponsor Bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from Individual Investors bank account, whereupon the funds will be

transferred from Individual Investors account to Public Offer Account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

Upon confirmation of receipt of funds in the Public Offer Account, the Equity Shares would be credited to the RII's account. RII will be notified for full/partial/no allotment. For partial allotment the remaining funds would be unblocked. For no Allotment, mandate would be revoked and Application Amount would be unblocked for the RII.

**Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Offer, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Offer Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any, in the ASBA Account.

In case of applications made by using any of the channels under the UPI Payments Mechanism, Registrar to the Offer will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public Offer account and unblocking of excess funds in the Individual Investors account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from Individual Investors bank account, whereupon the funds will be transferred from the Individual Investors account to public Offer account and remaining funds, if any, will be unblocked without any manual intervention by the RII or his / her bank.

However, the Application Amount may be unblocked in the ASBA Account or Bank Account link in UPI Mechanism prior to receipt of intimation from the Registrar to the Offer by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Offer, in the event of withdrawal/failure of the Offer or rejection of the ASBA Application or Application made through UPI Mechanism, as the case may be.

**Maximum and Minimum Application Size**

The applications in this Offer, being a fixed price Offer, will be categorized into two;

(a) **For Individual Investors**

The Application must be for the minimum application size

(b) **For Other than Individual Investors (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application is for more than 2 lots and in multiples of 2000 Equity Shares thereafter.

A person shall not make an Application in the net Offer category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by a Non-Institutional Investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to a qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI regulations, a QIB Applicant cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single Application Form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.**

**Option to Receive Equity Shares in Dematerialized Form**

**Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the BSE.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

**Information for the Applicants**

(a) The Company will file the Prospectus with the RoC at least 3 (three) working days before the Offer Opening Date.

(b) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.

(c) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.

(d) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.

(e) Applications made in the name of minors and/or their nominees shall not be accepted.

**Pre-Offer Advertisement**

Subject to Section 30 of the Companies Act, our Company shall, after filing the Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in a widely circulated English national daily newspaper; (ii) in a Hindi national daily newspaper; and (iii) in a widely circulated Bengali national daily newspaper, Bengali also being the regional language of West Bengal, where our Registered Office is located), each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 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 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 Prospectus. 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 and as specified in the Prospectus, when filed.**

**Signing of the Underwriting Agreement and the RoC Filing**

(a) Our Company and the Syndicate intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus. This Offer is 100% underwritten.

(b) After signing the Underwriting Agreement, the 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 Offer Price, Offer size, and underwriting arrangements and will be complete in all

material respects.

**Information for the Applicants**

(a) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload it on its website. On the basis of approved Basis of Allotment, the Company shall make necessary corporate action to facilitate the allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Offer.

(c) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) The Company will make the allotment of the Equity Shares and initiate corporate action for credit of Equity Shares to the successful Applicants' Depository Account within 5 Working Days of the Offer Closing date. The Company also ensures the credit of Equity Shares to the successful Applicants Depository Account is completed within 2 Working Days from the date of Allotment, after the funds are transferred from ASBA Public Offer Account to Public Offer account of the Company.

**Designated Date:** On the Designated Date, the SCSBs or Sponsor Bank shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 5 Working Days of the Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

**Interest and Refunds**

**Completion of Formalities for Listing & Commencement of Trading**

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (three) Working Days from Offer Closing Date. Giving of instructions for refund by unblocking of amount via ASBA not later than 4 (four) Working Days of the Offer Closing Date, would be ensured. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI ICDR Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

**Grounds for Refund**

**Non-Receipt of Listing Permission**

A Company makes an Application to the Stock Exchange for permission to deal in/list and for an official quotation of the Equity Shares. All the stock exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the stock exchange(s), the Company may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In case, our Company fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, our Company shall refund through verifiable means the entire monies received within seven days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities. The Lead Manager and Registrar to the Offer shall intimate Public Offer bank/Bankers to the Offer and Public Offer Bank/Bankers to the Offer shall transfer the funds from Public Offer account to Refund Account as per the written instruction from Lead Manager and the Registrar for further payment to the beneficiary Applicants.

If any such money is not repaid within eight days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent. per annum.

**Minimum Subscription**

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the "Stated Minimum Amount" has not been subscribed and the sum payable on Application is not received within a period of thirty days from the date of the Prospectus, or such other period as may be specified by SEBI, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Company does not receive the subscription of 100% of the Offer through this Prospectus including devolvement of underwriters within sixty days from the date of closure of the Offer, the Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Company become liable to pay the amount, the Company shall pay interest prescribed under Section 39 of the Companies Act, 2013.

**Minimum Number of Allottees**

The Company may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 200 (Two Hundred), failing which the entire Application monies may be refunded forthwith.

**Mode of Refund**

Within three Working Days of the Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs or in case of Applications by the Individual Investors applying through the UPI mechanism to the Sponsor Bank, to revoke the mandate and for unblocking the amount in ASBA Accounts of unsuccessful Applicants and also for any excess amount blocked on Applications.

The Registrar to the Offer may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Applications or in the event of withdrawal or failure of the Offer.

**Letters of Allotment or Refund Orders or Instructions to the SCSBS**

The Registrar to the Offer shall give instructions for credit to the beneficiary account with depository participants within 6 Working Days from the Offer Closing Date. The Registrar shall instruct the Sponsor Bank or relevant SCSBs to, on the receipt of such instructions from the Registrar, revoke the mandate and for unblocking the amount in ASBA Accounts to the extent of the Application Amount specified in the Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 3 Working Days of the Offer Closing Date.

**Interest in Case of Delay in Allotment or Refund:**

The Company shall allot securities offered to the public shall be made within the period prescribed by SEBI. The Company shall also pay interest at the rate of fifteen per cent per annum if the allotment letters or refund orders have not been despatched to the Applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight

days from the date of the closure of the Offer. However, Applications received after the closure of Offer in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

(a) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the BSE, the Lead Manager or the Registrar to the Offer shall send to the Bankers to the Offer a list of their Applicants who have been allocated/Allotted Equity Shares in this Offer.

(b) Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Offer will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Offer.

(c) Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

**General Instructions**

**Do's:**

(a) Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
(b) Read all the instructions carefully and complete the Application Form in the prescribed form;
(c) Ensure that the details about the PAN, DP ID and Client ID, UPI ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
(d) Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Application Centre;
(e) If the First Applicant is not the account holder, ensure that the Application Form is signed by the account holder.
(f) Ensure that you have mentioned the correct bank account number in the Application Form;
(g) Ensure that the signature of the First Applicants in case of joint Applications, is included in the Application Forms;
(h) QIBs, Non-Institutional Applicants and the Retail Applicants should submit their Applications through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, the RII may submit their Application by using UPI mechanism for payment.
(i) Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicants whose name should also appear as the first holder of the beneficiary account held in joint names;
(j) Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Application;
(k) Ensure that you have funds equal to the Application Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by Individual Investors using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
(l) Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
(m) Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the

State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other Applications in which PAN is not mentioned will be rejected;

(n) Ensure that the Demographic Details are updated, true and correct in all respects;

(o) 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;

(p) Ensure that the category and the investor status is indicated;

(q) Ensure that in case of Application under power of attorney or by limited companies, corporates, trust etc, relevant documents are submitted;

(r) Ensure that Application submitted by any person outside India should be in compliance with applicable foreign and Indian laws;

(s) Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;

(t) Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;

(u) Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;

(v) Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Offer;

(w) Ensure that on receipt of the mandate request from Sponsor Bank, you have taken necessary steps in timely manner for blocking of funds on your account through UPI ID using UPI application;

(x) Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;

(y) Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and

(z) The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

(a) Do not apply for lower than the minimum Application size;

(b) Do not apply at a price different from the price mentioned herein or in the Application Form;

(c) Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;

(d) Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;

(e) Do not submit the Application Forms to any non-SCSB bank or our Company;

(f) Do not make Application on an Application Form that does not have the stamp of the relevant Designated Intermediary;

(g) Do not make Application at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);

(h) Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

(i) Do not fill up the Application Form such that the Equity Shares applied for exceeds the Net Offer Size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the

Prospectus;

(j) Do not submit the General Index Register number instead of the PAN;

(k) Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;

(l) Do not submit Application on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicants;

(m) Do not submit Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

(n) Do not make Application if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

(o) Do not submit Application by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

**Permanent Account Number or PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration ("GIR") number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Offer/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.**

**Right to Reject Applications**

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

**Grounds for Rejections**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

(a) Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;

(b) In case of partnership firms, Equity Shares may be registered in the names of the individual partners and not firm as such shall be entitled to apply;

(c) Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;

(d) PAN not mentioned in the Application Form;

(e) GIR number furnished instead of PAN;

(f) Applications for lower number of Equity Shares than specified for that category of investors;

(g) Applications at a price other than the fixed price of the Offer;

(h) Applications for number of Equity Shares which are not in multiples of 2000;

(i) Category not ticked;

(j) Multiple Applications as defined in the Prospectus;

(k) In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;

(l) Applications accompanied by stock invest/ money order/ postal order/ cash;

(m) Signature of sole Applicant is missing;

(n) Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Offer Opening Date advertisement and the Prospectus and as per the instructions in the

Prospectus and the Application Forms;

(o) In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
(p) Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
(q) Applications by OCBs;
(r) Applications not duly signed;
(s) Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
(t) Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
(u) Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
(v) Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
(w) Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Offer Closing Date;
(x) Applications not containing the details of Bank Account, UPI ID and/or Depositories Account;
(y) Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
(z) Where no confirmation is received from SCSB for blocking of funds;
(aa) Applications by Applicants not submitted through ASBA process;
(bb) Applications not uploaded on the terminals of the Stock Exchange;
(cc) Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
(dd) ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Application Form;
(ee) Submission of Application Form(s) using third party ASBA Bank Account;
(ff) Submission of more than one Application Form per UPI ID by Individual Investors applying through Designated Intermediaries;
(gg) In case of Applications by Individual Investors (applying through the UPI mechanism), the UPI ID mentioned in the Application Form is linked to a third party bank account;
(hh) The UPI Mandate is not approved by Individual Investor; and
(ii) The original Application is made using the UPI mechanism and revision(s) to the Application is made using ASBA either physically or online through the SCSB, and *vice versa*.

**Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar:

1. Tripartite agreement dated May 15, 2023 between our Company, NSDL and the Registrar.
2. Tripartite agreement dated March 24, 2025 between our Company, CDSL and the Registrar.

The Company's shares bear an ISIN: INE0PTF01017

a) An Applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the Application.
b) The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
c) Equity Shares allotted to a successful Applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having

electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.

h) The trading of the Equity Shares of our Company would be only in dematerialized form.

**Communications**

All future communications in connection with Applications made in this Offer should be addressed to the Registrar to the Offer quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Offer where the Application was submitted and a copy of the acknowledgement slip.

**Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post Offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses;**

**To the Compliance Officer**
**Mukesh Khanna**
306, Tower A,
Mayfair Corporate Park
Kalali, Vadodara
Gujarat – 390 012
**Tel:** +91 63539-26282
**E-mail:** compliance@aluminiumcasting.net

**To the Registrar to the Offer**
**Accurate Securities & Registry Private Limited**
B1105-1108, K P Epitome, Nr. Makarba Lake,
Nr. Siddhi Vinayak Towers, Makarba
Ahmedabad-380051, Gujarat, India
**Tel:** +91 79480-00319
**Email:** swastika.ipo@accuratesecurities.com
**Website:** https://accuratesecurities.com/
**InvestorGrievanceID:**
swastika.ipo@accuratesecurities.com
**Contact Person:** Mr. Ankur Shah
**SEBI registration number**: INR000004173

**Disposal of Applications and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment Advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one Working Day of the date of Allotment of Equity Shares.

The Company shall make best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (three) working days of closure of the Offer.

**Basis of Allotment**

Allotment will be made in consultation with BSE (the Designated Stock Exchange). In the event of oversubscription, the Allotment will be made on a proportionate basis in marketable lots as set forth here:

(a) The total number of Equity Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis, i.e., the total number of Equity Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of Applicants in the category multiplied by the number of Equity Shares applied for).

(b) The number of Equity Shares to be allocated to the successful Applicants will be arrived at on a proportionate basis in marketable lots (i.e. total number of Equity Shares applied for into the inverse of the over subscription ratio).

(c) For Applications where the proportionate allotment works out to less than 2000 Equity Shares the Allotment will be made as follows:

- Each successful applicant shall be allotted 2000 Equity Shares; and

- The successful Applicants out of the total Applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Equity Shares allotted in that category is equal to the number of Equity Shares worked out as per (2) above.

(d) If the proportionate allotment to an Applicant works out to a number that is not a multiple of 2000 Equity Shares, the Applicant would be allotted Equity Shares by rounding off to the lower nearest multiple of 2000 Equity Shares.

(e) If the Equity Shares allocated on a proportionate basis to any category is more than the Equity Shares allotted to the Applicants in that category, the balance available Equity Shares for allocation shall be first adjusted against any category, where the allotted Equity Shares are not sufficient for proportionate allotment to the successful Applicants in that category, the balance Equity Shares, if any, remaining after such adjustment will be added to the category comprising of Applicants applying for the minimum number of Equity Shares.

(f) Since the Offer is a fixed price issue, the allocation in the Net Offer to the public category in terms of Regulation 253(2) of the SEBI ICDR Regulations shall be made as follows;

- minimum fifty per cent to Individual Investors; and
- remaining to:
  - i) individual Applicants other than Individual Investors; and
  - ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for;

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

**Explanation:** If the Individual Investor category is entitled to more than fifty per cent of the net Offer size on a proportionate basis, the Individual Investors shall be allocated that higher percentage.

Please note that the Allotment to each Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in the Retail Portion shall be allotted on a proportionate basis to Individual Investors in the prescribed manner.

Individual Investors who applies for minimum application size means an investor who applies for shares constituting 2 Bid Lots of value, in the aggregate, exceeding ₹ 2,00,000/. Investors may note that in case of over subscription, allotment shall be on proportionate basis and will be finalized in consultation with BSE SME.

No Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Offer is 100% underwritten.

**Flow of Events from the Closure of Application Period (T Day) till Allotment:**

(a) On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA process with the electronic bid details

(b) RTA identifies cases with mismatch of account number as per bid file / FC and as per Applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the Applications with third party account for rejection.

(c) Third party confirmation of Applications to be completed by SCSBs on T+1 day.

(d) RTA prepares the list of final rejections and circulate the rejections list with LM/ Company for their review/ comments.

(e) Post rejection, the RTA submits the Basis of Allotment with the BSE.

(f) The DSE, post verification approves the basis and generates drawl of lots wherever applicable, through a random number generation software.

(g) The RTA uploads the drawal numbers in their system and generates the final list of Allotees as per process mentioned below.

**Process for Generating List of Allottees:**

(a) Instruction is given by RTA in their software system to reverse category wise all the Application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the Application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to Applicants in a category is 2:7 then the system will create lots of 7. If the drawl of lots provided by BSE is 3 and 5 then the system will pick every 3rd and 5th Application in each of the lot of the category and these Applications will be allotted the shares in that category.

(b) In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.

(c) In categories where there is undersubscription, the Registrar will do full Allotment for all valid Applications.

(d) On the basis of the above, the RTA will work out the Allotees, partial allotees and non-allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

**Basis of Allotment in the Event of Under Subscription**

In the event of under subscription in the Offer, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The minimum subscription of 100% of the Offer size shall be achieved before our Company proceeds to get the Basis of Allotment approved by BSE SME.

BSE SME in addition to Lead Manager and Registrar to the Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI ICDR Regulations.

**Undertakings by Our Company**

Our Company undertakes the following:

(a) adequate arrangements shall be made to collect all Application Forms submitted by Applicants.

(b) the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

(c) all steps for completion of the necessary formalities for listing and commencement of trading at the BSE where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed;

(d) 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, the SEBI ICDR Regulations and applicable law for the delayed period;

(e) the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

(f) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Applicant within six Working Days from the Bid/ Offer

Closing Date or such other 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;

(g) Promoters' contribution, if any, shall be brought in advance before the Bid/ Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees, in accordance with the applicable provisions of the SEBI ICDR Regulations;

(h) no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.;

(i) compliance with all disclosure and accounting norms as may be specified by SEBI from time to time;

(j) our Company, in consultation with the LM, reserves the right not to proceed with the Fresh Offer, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Offer and inform the BSE SME promptly on which the Equity Shares are proposed to be listed; and

(k) if our Company, in consultation with the LM withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Prospectus with the BSE SME.

**Utilization of Offer Proceeds**

Our Company specifically confirms that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

Details of all monies utilized out of the Fresh Offer shall be disclosed, and continue to be disclosed till the time any part of the Net Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

Details of all unutilized monies out of the Fresh Offer, if any shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

**Impersonation**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who –*

*(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

*(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

*(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447*."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹10 lakhs 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 ₹10 lakhs or one per

cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50 lakhs or with both.

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*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## 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 under the FDI Policy and FEMA.

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 Department of Industrial Policy and Promotion*) ("**DPIIT**"), issued the FDI Policy, which is effective from October 15, 2020 (the "**FDI Policy**"), which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in the manufacturing sectors/ activities 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. In terms of the FDI Policy, if our Company becomes a foreign owned and controlled company, we will be subject to additional restrictions on foreign investments under the FDI Policy.

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 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 Offer. For details, see "*Offer Procedure*" on page 271.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure - Application by Eligible NRIs*" and "*Offer Procedure - Application by FPIs*" on page 271.

**Foreign Exchange Laws**

The foreign investment in our Company is governed by, *inter alia*, the FEMA, the FEMA Non-debt Instruments 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, since our Company is engaged in the manufacturing sector.

Further, in terms of the FEMA Non-debt Instruments Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. See "*Offer Procedure*" on page 271.

In terms of the FEMA Non-debt Instruments Rules and the FDI Policy, a person resident outside India may make investments into India, subject to certain terms and conditions, and further provided that an entity of a country, which shares land border with India or where the beneficial owner of an investment into India, who is situated in or is a citizen of any such country, shall invest only with the approval of the Government of India. 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 above restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Applicant should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government is

required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Offer Period.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdiction 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 application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares application for do not exceed the applicable limits under laws or regulations.

*The remainder of this page has been intentionally left blank*

*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## SECTION VIII – DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

*Pursuant to the Companies Act and the SEBI ICDR Regulations, the Description of Equity Shares and Terms of the Articles of Association are detailed below. Capitalised terms used in this section have the meaning given to them in the Articles of Association. Each provision below is numbered as per the corresponding article number in the Articles of Association and defined terms herein have the meaning given to them in the Articles of Association.*

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the Extraordinary General Meeting held on, February 22, 2025 in substitution for and to the entire exclusion of, the regulations contained in the existing Articles of Association of the Company.

### MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

1) The regulations contained in Table 'F' of Schedule I of Companies Act 2013 shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles

### INTERPRETATION

2) (i) In the interpretation of these Articles, the following expressions shall have the following meanings unless repugnant to the subject or context:

a) "**The Company**" or "**This Company**" means **SWASTIKA CASTAL LTD.**
b) "**The Act**" means the Companies Act, 2013 including any statutory amendments thereto and the rules and Schedules made there under, and notified from time to time.
c) "**These Articles**" or "**Articles**" means Article of Association of the Company as originally framed or altered from time to time by Special Resolution or applied in pursuance of any previous Company law or of this Act.
d) "**Auditors**" means and include those persons appointed as such for the time being by the Company.
e) "**Beneficial Owner**" means and include beneficial owner as defined in clause (a) sub-Section (1) of Section 2 of the Depositories Act, 1996 or such other Act as may be applicable.
f) "**Board**" or "**Board of Directors**" means the collective body of the Directors of the Company, as constituted from time to time, in accordance with Law, and the provisions of these Articles.
g) **"Board Meeting"** means any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with Law and the provisions of these Articles;
h) "**Capital"** means the share capital for the time being raised or authorized to be raised, for the purpose of the company.
i) "**The Chairman**" means the Chairman of the Board of Directors for the time being of the Company.
j) "**Charge**" means an interest or lien created on the property or assets of a Company or any of its undertakings or both as security and includes a mortgage.
k) **"Committees"** means committees constituted by the Board of Directors of the Company from time to time;
l) "**Debentures**" includes debenture-stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the company or not.
m) "**Depositories Act**" means the Depositories Act, 1996 and includes any statutory modification(s) or re-enactment thereof for the time being in force.

n) "**Depository**" means a Depository as defined in clause (e) sub- section (1) of section 2 of the Depositories Act, 1996.

o) "**Director**" means a director appointed to the Board of a company.

p) "**Dividend**" includes any interim dividend.

q) **"E-voting"** means voting by electronic means as prescribed under the Act.

r) **"Employees' Stock Option"** means the option given to the directors (except Independent Directors), officers or employees of a company, or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares at a future date at a pre-determined price

s) **"Equity Share Capital"** means the total issued and paid-up equity share capital of the Company, calculated on a Fully Diluted Basis;

t) "**Executor**" or "**Administrator**" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.

u) "**Legal Representative**" means a person who in law represents the estate of a deceased Member.

v) "**Members**" in relation to a Company, means;

   A. The subscriber to the memorandum of the company who shall be deemed to have agreed to become member of the company, and on its registration, shall be entered as member in its register of members;

   B. Every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company;

   C. Every person holding shares of the company and whose name is entered as a beneficial owner in the records of a Depository.

w) "**Meeting"** or "**General Meeting**" means a meeting of the members of the Company.

x) "**Annual General Meeting**" means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act.

y) "**Extraordinary General Meeting"** means an extraordinary general meeting of the Members duly called and constituted and any adjourned holding thereof.

z) "**Month**" means a calendar month.

aa) "**National Holiday"** means and includes a day declared as National Holiday by the Central Government.

bb) "**Office"** means the registered office for the time being of the Company.

cc) "**Ordinary or Special Resolution"** means an ordinary resolution, or as the case may be, special resolution referred to in Section 114 of the Act.

dd) "**Paid-up share capital**" or "**share capital paid up"** means such aggregate amount of money credited as paid up as its equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called.

ee) "**Proxy**" means an instrument whereby any person is authorized to attend a meeting and vote for a member at the general meeting on a poll and includes attorney duly constituted under the power of attorney.

ff) "**Register of Beneficial Owners**" means the register of members in case of shares held with a Depository in any media as may be permitted by law, including in any form of Electronic Mode

gg) "**The Register of Members"** means the Register of Members to be kept pursuant to Section 88 of the Act and includes Register of Beneficial Owners.

hh) "**The Registrar**" means the Registrar, an Additional Registrar, a Joint Registrar, a Deputy Registrar, or an Assistant Registrar, having the duty of registering Companies and discharging various functions under the Act.

ii) "**The Company's Regulations**" means the regulations for the time being for the management of the Company.

jj) "**Key managerial personnel**", in relation to a Company, means –

A. The Chief Executive Officer or the Managing Director or the Manager;

B. The Company secretary;

C. The Whole time director;

D. Chief Financial Officer;

E. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board;

F. Such other officer as may be prescribed under the Act;

kk) "**Company Secretary**" or "**Secretary**" means a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by a company to perform the functions of a company secretary under this Act.

ll) "**Security**" means Shares, Debentures and/or such other securities as defined in clause (h) of section 2 of the Securities Contracts (Regulation) Act, 1956

mm) "**Share**" means a share in the share capital of a Company and includes stock

nn) "**The Seal"** means the common seal of the Company.

oo) "**The Statutes**" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.

pp) "**Year**" and "**Financial Year**" "Years" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2 (41) of the Act.

qq) Words importing the **singular number** include, where the context admits or requires, the plural number and vice versa.

rr) Save as aforesaid, **words or expressions contained in these Articles shall bear** the same meaning as in the Act or any statutory modifications thereof for the time being in force.

(i) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

## CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

3) The Authorised Share Capital of the Company shall be of such amount as may be mentioned in the Capital Clause of the Memorandum of Association of the Company from time to time.

4) The Company in General Meeting may from time to time, increase the capital by the creation of new shares, such increase to be of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof, shall direct, and if no direction be given as the Directors shall determine, and in particular, such shares may be issued with a preferential or qualified rights to dividends, and in the distribution of assets of the Company, and with a right of voting at general meetings of the Company in conformity with Sections 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 64 of the Act.

5) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(i) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:—

(a) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days or lessor days as may be prescribed in the Act

and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

(b) the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right; (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the company;

(ii) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or

(iii) to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, subject to and in accordance with the Act and the Rules.

Nothing in this Article shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company: Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

6) Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.

7) On the issue of redeemable preference shares under the provisions of Article 6 hereof, 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.

(iii) 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 the "Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the shares capital of the Company shall, except as provided in Section 55 of the Act, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company.

8) The Company may (subject to the provisions of Sections 55 and 66 both inclusive, of the Act) from time to time by Special Resolution reduce its capital, any Capital Redemption Reserve Account or Share premium Account in any Manner for the time being authorized by law, and in particular capital may be paid off on the footing that it may be called upon against or otherwise. This Article is not to derogate from any power the Company would have if it were omitted.

9) Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to

conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

10) The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.

11) The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.

12) Subject to the provisions of section 61 of the Act, the Company in General Meeting may from time to time sub-divide or consolidated its shares, or any of them, and the resolution whereby any shares sub-divided, may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares shall have some reference or special advantages as regards dividend, capital or otherwise over or as compared with the others or other, Subject as aforesaid, the Company in general Meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its shares capital by the amount of the shares so cancelled.

**AUTHORISING COMPANY TO BUYBACK ITS OWN SHARES**

13) Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

**SHARE AND CERTIFICATES AND VARIATION OF RIGHTS**

14) Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons and in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section the Act) and at such time as they may from time to time think fit and with sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the directors thinks fit, and may issue ad allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.

(i) Unless the shares have been issued in dematerialized form in terms of applicable laws, every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

(iv)

(a) Where a new certificate has been issued in pursuance of this Articles, particulars of every such share certificate shall be entered in a Register of renewed and duplicate certificate indicating against the names of the persons to whom the certificate is issued, the number and date of issue of the share certificate in lieu of which the new certificate is issued, and the necessary changes in the Register of Members by suitable cross reference in the "Remarks" column.

(b) Every member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the directors so approve (upon paying such fee as the Directors so time determine) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificates of shares shall be under the seal or the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe and approve, provided that, in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holder.

15)

(i) If any share certificate be worn out, defected, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every certificate under this Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such rules or regulation or requirements of any Stock Exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

(ii) The provisions of this Articles shall mutatis mutandis apply to debentures of the company.

16) Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as recognised in accordance with the Act) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. If any shares stands in the names of two or more persons, the person first named in the register shall be regards receipt of dividends or bonus or service of notice and all or any other matters connected with the company, except voting at meetings be deemed the sole holder thereof, but the joint holders of the share, shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares for all incidents thereof according to the company regulations.

17) Except as ordered by a Court of competent jurisdiction or as by law required, the company shall not bound to recognize any equitable, contingent, future or partial interest in any share, or (except provided) any rights

in respect of a share other than absolute rights thereto, in accordance with these Article, in the person from time to time registered as the holder thereof, but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

18) If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.

19) None of the funds of the company shall be applied for the purchase of any share of the company, and it shall not give any financial assistance for or in connection with the purchase or subscription of any shares in the company or in its holding company save as provided by section 67 of the Act.

20)

(i) any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

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 *paripassu* therewith.

**DEMATERIALISATION OF SECURITIES**

21) The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles.

22) The Board or any Committee thereof shall be entitled to dematerialize Securities or to offer securities in a dematerialized form pursuant to the Depositories Act, 1996, as amended. The provisions of this Section will be applicable in case of such Securities as are or are intended to be dematerialized.

23) Every holder of or subscriber to Securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the Beneficial Owner of the securities can at any time opt out of a Depository, if permitted by law, in respect of any securities in the manner provided by the Depositories Act, 1996, and the Company shall, in the manner and within the time prescribed by law, issue to the Beneficial Owner the required certificates for the Securities.

24) If a person opts to hold his securities with the Depository, the Company shall intimate such Depository the details of allotment of the securities, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the securities.

25) All securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the securities held by on behalf of the Beneficial Owners.

26)

(i) Notwithstanding anything to the contrary contained in these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of Securities of the Company on behalf of the Beneficial Owner.

(ii) Save as otherwise provided in sub-clause above, the Depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

(iii) Every person holding Securities of the Company and whose name is entered as the Beneficial Owner of securities in the record of the Depository shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the Securities which are held by a Depository and shall be deemed to be a Member of the Company.

27) Notwithstanding anything to the contrary contained in these Articles, where Securities of the Company are held in a Depository, the records of the beneficiary ownership may be served by such Depository on the Company by means of Electronic Mode or by delivery of floppies or discs.

28) Nothing contained in Section 56 of the Act or anything to the contrary contained in these Articles shall apply to a transfer of Securities effected by a transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.

29) Notwithstanding anything to the contrary contained in these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such Securities.

30) Notwithstanding anything to the contrary contained in these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to securities held with a Depository.

31) The Register and Index of Beneficial Owners maintained by Depository under the Depositories Act, 1996, as amended shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

## UNDERWRITING AND BROKERAGE

32) Subject to the provisions of section 40 of the Act:

(i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

33) The company may pay a reasonable sum for brokerage.

## CALLS ON SHARES

34)

(i) 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 such other per cent. determined the Board or prescribed under applicable law) or be payable at less than one month or such other period prescribed under applicable law from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

35) 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.

36) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

37)

(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

38)

(i) sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

39) The Board

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the company.

**LIEN**

40) The company shall have a first and paramount lien:

(a) upon all share/debenture (not being a fully paid share/debenture), (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share/debenture; and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures.

(b) Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the company's lien If any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions or this Article.

(c) The fully paid up shares shall be free from all lien and in the case of partly paid up shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

41) 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:

(i) unless a sum in respect of which the lien exists is presently payable; or

(ii) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

42)

(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

43)

(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

## FORFEITURE OF SHARES

44) If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

45) The notice aforesaid shall:

(i) 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

(ii) 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.

46) 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. Such forfeiture shall include all dividends declared in respect of forfeited shares and not actually paid before the forfeiture.

47) When any shares shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in any manner invalidated, by any omission or neglect to give such notice or to make any such entry as aforesaid.

48) The forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interest in all claims and demands against the Company in respect of the share and all other rights, incidental to the share except only such of those rights as by these Articles are expressly saved.

49)

(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

50)

(i) A person whose shares have been forfeited shall cease to be a member inrespect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies (calls, installments, interest and expenses) which, at the date of forfeiture, were presently payable by him to the company in respect of the shares and Board may enforce the payment thereof or any part thereof, without any deduction or allowance for the value for the shares at the time of forfeiture, but shall not be under any obligation to do so.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

51)

(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

52) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the company have been seen previously surrendered to it by the defaulting member) stand cancelled and became null and void and of no effect, and the Directors, shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons, entitled thereto.

53) The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, 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.

## TRANSFER AND TRANSMISSION OF SHARES

54)

(i) The Instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

(iii) The Instrument of transfer shall be in writing 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.

(iv) 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

55) The Board may, subject to the right of appeal conferred by section 58 decline to register:

(i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
(ii) any transfer of shares on which the company has a lien.

56) The Board may decline to recognise any instrument of transfer unless:

(i) the instrument of transfer is in the form as prescribed in rules made under sub-section *(1)* of section 56;
(ii) 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
(iii) the instrument of transfer is in respect of only one class of shares.

57) On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

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.

58)

(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

59)

(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

60)

(i) the person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member of the marriage of a female member, or by any lawful means other than by a transfer in accordance with these presents may with the consent of Board of Directors (which shall not be under any obligation to give) upon producing such evidence that he sustains the character in respects of which he proposes to act under his article of his title, as the Board of Directors thinks sufficient, either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board of Directors registered as such holder.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

61) 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.

62) No share shall in any circumstances be transferred to any infant, insolvent or persons of unsound mind.

63) Every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board of Directors may require to prove the title of the transferor, his right to transfer the shares and generally under and subject to such conditions and regulations as the board of Directors shall from time to time prescribe, and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board of Directors. The Company shall also use a common form of transfer. Subject to applicable law, the Board may delegate the power of transfer of securities to a committee or to compliance officer or to the registrar to an issue and/or share transfer agent(s)

64) The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice, or referred thereto, in any book or the Company, and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may been entered or referred to in some book of the Company, but the company shall nevertheless be at liberty to regard and attend to any such notice and given effect thereto, if the Board of Directors shall so think fit.

65) Subject to the provisions of the Act, these Articles, or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to any shares or interest of a Member in or debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on shares.

**BOARD TO RECOGNIZE BENEFICIAL OWNERS OF SECURITIES**

66) Notwithstanding anything to the contrary contained in these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Securities on behalf of a Beneficial Owner.

67) Save as otherwise provided hereinabove, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it, and the Beneficial Owner shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of its securities held by a Depository.

68) Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears as the Beneficial Owner of the securities in the records of the Depository as the absolute owner thereof and accordingly the Company shall not be bound to recognise any benami, trust or equitable, contingent, future or partial interest in any Security or (except otherwise expressly provided by the Articles) any right in respect of a Security other than an absolute right thereto, in

accordance with these Articles on the part of any other person whether or not it shall have express or implied notice thereof.

## NOMINATION

69) Every holder of Shares in, or Debentures of the Company may at any time nominate, in the manner prescribed under the Act, a person to whom his shares in or Debentures of the Company shall vest in the event of death of such holder.

70) Where the Shares in, or Debentures of 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 shares or Debentures of the Company, as the case may be, held by them shall vest in the event of death of all joint holders.

71) Notwithstanding anything to the contrary contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, or in these Articles, in respect of such shares in or Debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in, or Debentures of the Company, the nominee shall, on the death of the shareholders or holder of Debentures of the Company or, as the case may be, on the death of all the joint holders become entitled to all the rights in the shares or Debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner under the provisions of the Act.

72) Where the nominee is a minor, it shall be lawful for the holder of the shares or holder of Debentures to make the nomination to appoint, in the prescribed manner under the provisions of the Act, any person to become entitled to the shares in or Debentures of the Company, in the event of his death, during the minority.

## COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

73) Copies of the Memorandum and Articles of Association of the Company and of other documents referred to in Section 17 of the Act shall be sent by the Board to every Member at his request, within 7 days of the request, on payment of rupee one hundred for each copy

## BORROWING POWER

74) The Board may, from time to time at its description subject to the provisions of Sections 179 and of the Act, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purpose of the Company, provided that the Board shall not without the sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.

75) The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it may think fit, and in particular by the issue of bonds, perpetual or redeemable, debentures or debenture-stock, or any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

76) Any debentures, debenture-stock, bonds or other securities may be issued at a premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not

voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting by a Special Resolution.

77) Save as provided in Section 56 of the Act no transfer of debentures shall be registered unless a proper instrument of transfer duly stamped and executed by the transferor and transferee has been delivered to the Company together with the certificate or certificates of the debentures.

78) If the Board refuses to register transfer of any debentures the company shall, within one month from the date on which the instrument of transfer was lodged with the Company send to the transferee and to the transferor notice of the refusal.

79) The Board shall cause a proper Register to kept in accordance with the provisions of Section 85 of the Act of all mortgages, debentures and charges specifically affecting the property of the Company, and shall cause the requirements of the Act in that behalf to be duly complied with, so far as they fail to be complied with by the Board.

80) The Company shall if at any time it issues debentures, keep a Register and Index of Debenture holders in accordance with Section 88 of the Act. The Company shall have the power to keep in any state or Country outside India a branch of Debenture-holders resident in that State or country.

## CONVERSION OF SHARES INTO STOCK AND RECONVERSION

81) The Company in General Meeting may convert any paid-up shares into stock, and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interest, in the same manner and subject to the same regulations as, and subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstance will admit. The company may at any time reconvert any stock into paid-up shares of any denomination.

82) 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 meeting of the Company and matters as if they held the shares from which the stock arose, but no such privileges or advantage (except participation in the Dividends and profits of the Company and in the assets of winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

## MEETINGS OF MEMBERS

83) The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. All General Meetings other than Annual general meetings shall be Extra-ordinary General Meetings. The first Annual General Meeting shall be held within a period of nine month from the date of closing of the first financial year of the Company and in any case, within a period of six months, from the date of closing of the year, provided that not more than fifteen months shall elapse between the date of one annual general meeting of a Company and that to the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the register under provisions of Section 96(1) of the Act to extend the time within which any Annual General Meeting may be held. Every Annual General Meeting shall be called during business hours, that is between 9.00 AM to 6.00 PM on any day that is not a National Holiday and shall be held at the registered office of the Company or at some other place within the city in which the registered office of the Company is situated, as the Board may determine and the Notices calling the Meeting shall specify it as the Annual General Meeting. The Company may in any one Annual General Meeting fix the time for its Subsequent Annual General Meetings. Every member of the Company shall be entitled to attend either in person or by proxy and the Auditor of the Company shall be entitled to attend and to be heard at any General Meeting which he attends

on any part of the business, concerns him as auditor. At every Annual General Meeting of the Company there shall be laid on the table the Director's Report (if not already incorporated in the Audited Statement of Accounts) the proxy Register with proxies and the Register shall be open and accessible during the continuance of the meeting. The Board shall cause to be prepared the Annual List of Members, Summary of the Share Capital, Balance Sheet and Profit and Loss Account and submit the same to the Registrar in accordance with Section 92 and 137 of the Act.

84) The Board may, whenever it deems fit, call an extra ordinary general meeting of the Company.

85) The extraordinary general meeting shall be called by the Board, at the requisition in writing made by such number of members who hold, on the date of receipt of requisition, not less than one-tenth of such of paid-up capital of the Company as on the date carries the right of voting in regard to the matter in respect of which the requisition has been made.

86) Any valid requisition so made by 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 registered office of the Company, provided that such requisition may consist of several documents in loose form and each shall be signed by one or more requisistionists.

87) Upon the receipt of any such requisition the Board shall within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call an extra ordinary general meeting for the consideration of that matter on a day not later than forty -five days from the date of receipt of such requisition. The 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 the paid-up share capital of the Company as is referred to section 100 of the Act, whichever is less, may themselves call the meeting, but in either case, any meeting so called may be held within three months from the date of the delivery of the requisition as aforesaid.

88) Any reasonable expenses incurred by the requisitionist in calling an extraordinary meeting shall be reimbursed to the requisitionists by the company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such directors who were in default in calling the meeting.

89) Any meeting called under the foregoing Articles by the requisitionists shall be called and held in the same manner, as nearly as possible, as that in which meeting is to be called and held by the Board.

90) A general meeting of the Company may be called by giving not less than clear twenty-one days notice either in writing or through electronic mode in such manner as may be prescribed.

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or in electronic mode as prescribed under Section 101 of the Act.

Notice shall, specifying the day, place and hour of meeting, and the general nature of the business to be transacted thereat, shall be given in the manner hereinafter provided, to such persons as are under these Article entitled to receive notice from the Company.

91) A notice calling the meeting shall be annexed with the statement setting out the following material facts concerning each item of special business to be transacted at a general meeting:

(i) The nature of concern or interest, financial or otherwise, if any, in respect of each items of

(a) Every director and the manager, if any;

(b) Every other key managerial personnel; and

(c) Relatives of the persons mentioned in sub-clause (i) and (ii) hereinabove;

(ii) Any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

92) In the case of an Annual General Meeting, all business to be transacted thereat shall be deemed special, other than:

(i) the consideration of the financial statements, and the reports of the Board of Directors and auditors.

(ii) the declaration of any dividend.

(iii) the appointment of Directors in place of those retiring.

(iv) the appointment of, and fixing of the remuneration of, the auditors, and in case of any other meeting, all business shall be deemed to be special.
Provided, that where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two percent of the paid up share capital of the company, also be set out in the statement.

93) Any accidental omission to give notice to or the non-receipt of such notice as aforesaid by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

94) Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such document can be inspected shall be specified in the statement as referred in Article 79.

95) The notice of every meeting of the company shall be given to:

(i) every member of the Company, legal representative of any deceased member or the assignee of an insolvent member;

(ii) the auditor or auditors of the Company; and

(iii) every director of the Company.

96) No General Meeting, Annual or Extraordinary, 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.

97) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103 of the Act.

98) A body corporate being a member shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act.

99) If, at the quorum is not present within half-an-hour form the time appointed for holding a meeting of the company

(i) the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other date and such other time and place as the Board may determine; or

(ii) the meeting called by requisitionist under section 100 of the Act, shall stand cancelled.
Provided, that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (i), the company shall give not less than three days' notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.

If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.

100) The Chairman (if any) of the Board shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there be no such Chairman of the Board, or if at any meetings he shall not be present within fifteen minutes of the time appointed for holding such meeting, or if he shall be unable or unwilling to take the chair, then the directors present may choose one of their member to be the Chairman of the meetings. If no director be present or if all the director present decline to take the chair, then the Members present shall elect one of themselves to be the Chairman thereof on a show of hands. If a poll is

demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and the Chairman elected on a show of hands under sub-section (1) of section 104, shall continue to be the Chairman of the meeting until some other person is elected as Chairman as a result of the poll, and such other person shall be the Chairman for the rest of the meeting.

101) No business shall be discussed at any General Meeting except the election of a chairman, while the Chair is vacant.

102) The chairman with the consent of the members may adjourn any meeting from time to time and from place to place in the city in which it is held but, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## VOTING RIGHTS AND PROXY

103) No member shall be entitled to vote either personally or by proxy, at any General Meeting or meeting of class of shareholders either upon show of hands or upon a poll in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or, in regard to which the Company has, and has exercised any right of lien.

104) Subject to the provisions of these Articles and without prejudice to any special privileges or restriction as to voting for the time being attached to any class of shares for the time being forming part of the Capital of the Company every member not disqualified by the last preceding Article shall be entitled to be present, and to speak and vote at such meeting, and on show of hands every member present in person shall have one vote and upon a poll the voting rights of every member present in person or by proxy shall be in proportion to his shares of the paid-up equity share capital of the Company provided, however if any preference shareholder be present at any meeting of the Company, save as provided in clause (b) of sub-section (2) 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.

105) On a poll taken at meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not if he votes, use all his votes or cast in the same way all the votes he used.

106) Subject to the provisions of these Articles votes may be given either personally or by proxy. A body corporate being a member may vote either by a proxy or by a representative duly authorized in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers including the rights to vote by proxy on behalf of the body corporate which he represents as the body could exercise if it were an individual member.

107) Any person entitled under these Articles to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the register holder of such shares provided that forty eight hours at least before the time for holding the or adjourned meeting, as the case may be, at which he proposes to vote he shall satisfy the Directors of his right transfer such shares and give such indemnity (if any) as the Directors may require or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

108) 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 corporation under the common seal of such corporation or be signed by an officer or any attorney duly authorized by it, and any Committee or guardian may appoint such proxy. The proxy so appointed shall not have any right to speak at the meetings.

109) An instrument of proxy may appoint a proxy either for the purpose of 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.

110) A member present by proxy shall be entitled to vote only on a poll.

111) A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

112) At any General Meeting, a Resolution put to the vote at the Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result on a show of hands) demanded under section 109 or voting is carried out electronically:

(i) by the Chairman of the Meeting; or
(ii) by the member or Members present in person or by proxy and holding shares in the Company which confer a power to vote on the Resolution being not less than one-tenth of the total voting power in respect of the Resolution; or
(iii) by any Member or Members present in person or by proxy and holding shares in the company on which as aggregate sum of Five Lakh Rupees has been paid up; or
(iv) by any Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid up which is not less than one-tenth of the total sum paid on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Meeting 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.

The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

113) In the case of an equality of votes, the Chairman shall both on a show of hands and at a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a member.
114) The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of poll shall be sole judge of the validity of every vote tendered at poll.
115) If a poll is demanded as aforesaid the same shall, subject to Articles be taken at such time (not later than 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 situate and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.
116) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinizers to scrutinize the vote given on the poll and to report thereon to time. Once the scrutinizers so appointed shall always be a member (not being an officer or employee of the Company) present at the meeting provided such a member is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from each removal or from any other cause.
117) The demand for a poll except on the questions of the election of the Chairman and of an adjournment shall prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
118) If there be joint holders of any shares, any one of such person may vote at any meeting or may appoint another person (whether a member or not) as his proxy in respect of such shares, as if he were solely entitled thereto but the proxy so appointed shall not have any right to speak at the meeting and, if more than one of

such joint holders be present at any meeting, that one of the said persons so present whose name stands higher on the Register shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting, several executors or administrators of a deceased member in whose name shares stand shall for the purpose of these Articles to be deemed joint holders thereof.

119) 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 of his guardian if more than one to be selected in case of dispute by the Chairman of the meeting.

120) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

121)

(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

122) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

123) An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

124) 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 of any power of attorney under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

125)

(i) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within thirty days of the conclusion of every such meeting concerned, entire thereof in books kept for that purpose with their pages consecutively numbered.

(ii) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of such meeting in such books shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or liability of that Chairman within that period by a Director duly authorised by the Board for the purpose.

(iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(iv) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(v) All appointments of officers made at any meeting aforesaid shall be included in the minutes of the meetings.

(vi) Nothing herein contained shall require or be deemed to require the inclusion in such minutes of any matter which in the opinion of the Chairman of the meeting:

(a) is or could reasonably be regarded, as, defamatory of any person; or

(b) is irrelevant or immaterial to the proceeding; or

(c) is detrimental to the interest of the Company.

The Chairman of the meeting shall exercise on absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.

(vii) Any such minutes shall be evidence of the proceedings recorded therein.

(viii) The book containing that minutes of proceedings of general meetings shall be kept at the registered office of the Company and shall be open during business hours for such periods not being less in the aggregate than two hours in each day as the directors determine, to the inspection of any member without charge.

## BOARD OF DIRECTORS

126)

(i) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Sections 2(10), 149, 162 and 152 of the Act, the company shall have a Board of Directors consisting of individuals as directors and shall have a minimum of three directors and a maximum of fifteen directors.
Provided, that the Company in General Meeting by passing a special resolution, may appoint more than fifteen directors

(ii) The first directors of the Company were determined by the Subscribers to the Memorandum and Articles of Association of the Company.

(iii) Following are the Current Directors:

(a) Mr. Varun Aloke Sharda

(b) Mrs. Varsha Varun Sharda

(c) Mr. NirmalkumarLunia

127) A Director of the Company shall not be bound to hold any Qualification Shares in the Company.

128) If at any time the company obtains any loans or any assistance in connection therewith by way of guarantee or otherwise from any person, firm, body corporate, local authority or public body (hereinafter called "the institution") or if any time the Company issues any shares, debentures and enters into any contract or arrangement with the institution whereby the institution subscribes for or underwriters the issue of the Company's shares or debentures or provides any assistance to the Company in any manner and it is a term of the relative loan, assistance, contract or agreement that the institution shall have the right to appoint one or more nominee directors on the Board the Company, then provisions of Section 161 of the Act and subject to the term and conditions of such loan, assistance, contract or arrangement with the institution shall be entitled to appoint one or more nominee Director or Directors, as the case may be, to the Board of the company and to remove from office of Board of Directors, any Director so appointed and to appoint another in his place or in the place of Director so appointed who resigns or otherwise vacates his office. Any such appointment or removal shall be made in writing and shall be served at the office of the Company. The nominee Director or Directors so appointed shall neither be required to hold any qualification share nor be liable to retire by rotation and shall continue on office for so long as the relative loan, assistance, contract or arrangement as the case may be, subsists.

129) 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 Debenture, the person or persons having such power may exercise such power from time to time and appoint a Director accordingly. 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 appointed in his place. A debenture director shall not be liable to retire by rotation. A Debenture director shall not be bound to hold any qualification shares.

130) The Company shall have at least one director who has stays in India for total period of not less than one hundred and eighty-two days during the financial year.

131) The Company shall have at least two directors as Independent Directors in terms of provisions of Companies (Appointment and Qualification of Directors) Rules, 2014.

132) Every Independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an Independent Director, give a declaration that he meets the criteria of independence as provided in sub-section (6) of section 149 of the Act.

133) Subject of the provisions of section 152, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

134) Notwithstanding anything contained hereof, no Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of three years of ceasing to become an Independent Director.
Provided that an Independent Director shall not during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

135) The Board of Directors of the Company may, by resolution passed by the company in general meeting, appoint a person, not being a person holding any Alternate Directorship for any other director in the company, to act as an Alternate Director for a director during his absence for a period of not less than three months from India.
Provided that no person shall be appointed as an alternate Director for an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of the Act.

Provided further that an Alternate Director shall not hold office for a period longer than that permissible to the Director in whose place he has been appointed and shall vacate office if and when the Director in whose place he has been appointed returns to India.

Provided also that if the term of office of the original director is determined before he so returns to India, any provisions in the Act or in these Articles for his automatic reappointment of any retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.

136) Subject to the provisions of Section 161 and 152 of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to be an additional Director, but so that the total number of Directors shall not, at any time exceed the maximum fixed under these Articles, and any such additional Director shall hold office only up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

137) Until otherwise determined by the Company in General Meeting, a Director shall not be required to hold any shares in the capital of the Company as his qualification

138) Subject to the provisions of Sections 161, 152 and 169(7)) of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to act as a Director to fill a casual vacancy. Any person so appointed shall hold office only up to the date to which the Director is whose place he is appointed would have held office if it has not been vacated by him.

139)

(i) Subject to the provisions the section 197 and Schedule V, a Managing Director, Whole time Director or Manager shall be appointed and the terms and conditions of such appointment and remuneration, either be payable monthly or at a specified percentage of the net profits of the company or partly by one way and partly by the other, be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule
Provided that a notice convening Board or general meeting for considering such appointment shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a Director or Directors in such appointments, if any.

(ii) 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 payment or at a specified percentage of the net profits of the company or partly by one way or partly by another way;

(b) the sitting fee payable to a Director (including Managing Director or Whole time Director, if any), for attending each meeting of the Board or Committee thereof or for any other purpose whatsoever, shall not be more than the amount prescribed by the Act and Rules made thereunder.
Provided that for Independent Directors and Women Directors, the sitting fee shall not be less than the sitting fee payable to other directors

140) The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board are ordinarily held and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting, as above specified; and if any Director by called upon to go or resided out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any traveling or other expenses incurred in connection with business of the Company.

141) The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the minimum number fixed by these Articles hereof, the continuing Directors not being less than two, may act for the purpose of increasing the number of directors to the number or for summoning a General Meeting but no other purpose.

142) The office of a Director shall ipso facto be vacated if:

(i) he incurs any of the disqualifications specified in section 164 of the Act, 2013;

(ii) he absent himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;

(iii) he act in contravention of the provisions of Section184 of the Act, relating to entering into contracts or arrangements in which he is directly or indirectly interested;

(iv) he fails to disclose his interest in any contract or arrangements in which he is directly or indirectly interested, in contravention of the provisions of Section 184 of the Act;

(v) he becomes disqualified by an order of a court or the tribunal;

(vi) he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months.
Provided that the office shall be vacated by the director even if he has filed an appeal against the order of such court;

(vii) he has been removed in pursuance of the provisions of the Act;

(viii) he, having been appointed a director by virtue of his holding any office or other employment in the holding, subsidiary, or associate company, ceases to hold such office or other employment in that company.

143) Company shall not enter into any contract or arrangements with a related party except with the consent of the Board of Directors with respect to:

(i) sale, purchase or supply of any goods or materials
(ii) selling or otherwise disposing of, or buying property of any kind;
(iii) leasing of property of any kind;
(iv) availing or rendering of any services;
(v) appointment of any agent for purchase or sale of goods, materials, services or property;
(vi) such related party's appointment to any or place of profit in the company, its subsidiary company or associate company; and
(vii) underwriting the subscription of any securities or derivatives thereof, of the company.

Provided that no contract or arrangement shall be entered into by the company in excess of the limit prescribed under, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, except with the prior approval of the company by a resolution.

Provided further that no member of the company shall vote on such resolution, to approve any contract or arrangements which may be entered into by the company, if such member is a related party

Provided also that nothing in these Articles shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis

144) Where any contract or arrangement is entered into by a director or any other employee, without obtaining the consent of the Board or approval by a resolution in the general meeting, and if it is not ratified by the Board or, as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board or as the case may be as shareholders, and if the contract or arrangement is with a related party to any director, or is authorized by any other director, the directors concerned shall indemnify the company against any loss incurred by it.

145) Without prejudice to above, it shall be open to the company to proceed against a director or any other employee who had entered into such contract or arrangement in contravention of the provisions of Section 188 of the Act for recovery of any loss sustained by it as a result of such contract or arrangement.

146) Every director shall at the first meeting of the Board of Directors in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after any such change, disclose his concern or interest in any company or companies or bodies corporate, firms or other association of individuals which shall include the shareholding, in such manner as may be prescribed.

147) Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or proposed contract or arrangement entered into or to be entered into by or on behalf of the company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in the provisions of Section 184 of the Act;

Provided that it shall not be necessary for a Director to disclose his concern or interest in any contract or arrangement entered into or to be entered into with any other company where any of the directors of the

Company or two or more of them together holds or hold not more than two percent of the paid-up share capital in any such other company.

148) A contract or arrangement entered into by the company without disclosure or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the company.

149) A General Notice given to the Board by the Directors, to the effect that he is a Director or member of a specified bodies corporate or is a partner of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm shall be deemed to be a sufficient disclosure of concern or interest in relating to any contract or arrangement so made. All such notices shall be kept at the registered office of the company and shall be preserved for a period of eight years from the end of the financial year to which it relates and shall be kept in the custody of the Company secretary or any other person as authorized by the Board.

150) No Director shall as direct to take any part in the discussion of, or vote on any contract or arrangement entered into by or on behalf of the company, if he is in any way, whether directly or indirectly concerned or interested in such contract or arrangement not shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however, that nothing herein contained shall:

(i) be taken to prejudice the operation of any rule of law restricting a director of a company from having any concern or interest in any contract or arrangement with the company;

(ii) apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of the one company or between one or more companies and one or more bodies corporate where any of the directors of the one company or body corporate or two or more of them together holds or hold not more than two percent of the paid up share capital in other company or the body corporate.

151) The Company shall keep one or more Registers under Section 189 of the Act, giving separately the particulars of all contracts or arrangements in compliance with the provisions of Section 184 and 188, in such manner and containing such particulars as required by the Act and shall within the time specified in the section, entering the particulars, such register shall be placed before the next meeting of the Board and signed by all the directors present at the meeting.
The Register aforesaid shall also specify, in relation to each director of the company the names of the bodies corporate and firms of which notice has been given by him under these Articles. The Register shall be kept at the registered office of the Company and shall be open for inspection at such office during business hours and extracts may be taken therefrom and copies thereof as may be required by any member of the company, shall be furnished by the company to such extent, in same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.

152) A Director may be or become a director of any company promoted by the company or in which it may be interested as a vendor, shareholder, otherwise, and no such Director shall be accountable for any benefits received as Director or shareholder of such Company except in so far as Section 197(14) or Section 188 of the Act may be applicable.

153) 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 neither three nor a multiple of three, the number nearest to one-third shall retire from office.

154) Subject to Section 152 of the Act, the Directors to retire by rotation under Article 135 at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire, shall in default of and subject to any agreement among themselves, be determined by lot.

155) At the Annual General Meeting at which a director retires under Article 154, the company may fill up the vacancy by appointing the retiring director or some other person thereto.

156) A director may resign from his office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and the company shall intimate the registrar in such manner, within such time and such form as prescribed in the Act, and shall also place the fact of such resignation in the report of Directors laid in the immediately following general meeting by the company. The company shall follow the provisions of Section 168 of the Act.
Provided that a director shall also forward a copy of his resignation alongwith detailed reasons for the resignation, if required under the Act, to the registrar within thirty days of resignation in such manner as prescribed in the Act.

157)

(i) the vacancy of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned until the same day in the next week, at the same time and place or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.

(ii) If at the adjourned meeting also, the vacancy of the retiring Director is not so filled up and the meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been reappointed at the adjourned meeting, unless:

(a) at that meeting or at the previous meeting the 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 of Directors, expressed his unwillingness to be so re-appointed;
(c) he is not qualified or is disqualified for appointment;
(d) aresolution whether special or ordinary, is required for the appointment or re-appointment by virtue of any provisions of the Act; or
(e) the provisions of Section 162 of the Act is applicable to the case.

158)

(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 fourteen days 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 as the case may be, the intention of such member to propose him as a candidate for that office.

(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 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 along with the deposit of rupees one lakh.

Provided that requirements of deposit of amount shall not apply in case of appointment of an independent

director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of section 178 or a director recommended by the Board of Directors of the Company, in the case of a company not required to constitute Nomination and Remuneration Committee.

(iii) A person other than a Director reappointed after retirement by rotation or 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 re-appointed as an Additional or Alternate Director, immediately on the expiry of his term of office, shall not act as a director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director.

159) The Company shall keep at its registered office a register containing the particulars of its directors and key managerial personnel mentioned in Section 170 of the Act, and shall otherwise comply with the provisions of the said Section in all respects.

160) Company shall file a return containing particulars and documents as prescribed by the Act, for appointment or changes, if any, of the directors and key managerial personnel of the company, as the case may be, with the Registrar of the Companies within a period of thirty days any such appointment or changes.

**REMOVAL OF DIRECTORS**

161)

(i) The Company may (Subject to the provisions of Section 169 and other applicable provisions of the Act and these Articles) remove any Directors before the expiry of his period of office.

(ii) Special notice as provided by Section 115 of the Act shall be given for any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed, at the meeting at which he is removed.

(iii) On receipt of notice of a resolution to remove a Director under this article, the Company shall forthwith send a copy thereof to the Director concerned and the Director, whether or not he is a member of the Company, shall be entitled to be heard on the resolution at the meeting.

(iv) Where notice has been given of a resolution to remove a Director under this Article and the director concerned makes with respect thereto representations in writing to the Company (not exceeding a reasonable length) and requests its notification to members of the Company, the company shall, unless the representations are received by it too late for it to do so:

(a) in the notice of the resolutions given to members of the company, state the fact of the representations having been made, and

(b) send a copy of the representations to every member of the company to whom notice of the meeting is sent (whether before or after receipt of the representation by the company),and if a copy of the representation is not send as aforesaid because they were received too late or because of the company's default, the Director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting, provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the Company or of any other person who claims to be aggrieved, the Court is satisfied that the rights conferred by this sub-clause are being abused to secure needless publicity for defamatory matter and tribunal may order the company's cost on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

(v) A vacancy created by the removal of a Director under this Article may, if he had been appointed by the company in General Meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed,
Provided special notice of the intended appointment has been given.

A Director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.

(vi) If the vacancy is not filled, it may be filled as a casual vacancy in accordance with the provisions of the Act, in so far as they are applicable
Provided that the Director who was removed from office under these Articles shall not be reappointed as a Director by the Board of Directors

(vii) Nothing contained in this Article shall be taken:
(a) as depriving a person removed under these Articles of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as Director, or of any other appointment terminating with that as director; or
(b) as derogating from any power to remove a Director under other provisions of the Act.

**MANAGING DIRECTOR**

162) The Company shall not appoint or employ at the same time a managing director and a manager.
163) The Company shall appoint or re-appoint any person as its managing director, whole-time director or manager for term not exceeding five years at a time;
Provided that no re-appointment shall be made earlier than one year before the expiry of his term

164) Subject to the provisions the section 197 and Schedule V, a Managing Director, Whole time Director or Manager shall be appointed and the terms and conditions of such appointment and remuneration, either be payable monthly or at a specified percentage of the net profits of the company or partly by one way and partly by the other, be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions specified in Part I of the Schedule V of the Act.

Provided that a notice convening Board or general meeting for considering such appointment shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a Director or Directors in such appointments, if any.

165) The Company shall not appoint or employ, or continue the appointment or employment of a person as its managing director, whole-time Director or manager who:
(i) is below the age of twenty-one years or has attained the age of seventy years:
(ii) Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;
(iii) is an undischarged insolvent; or has at any time been adjudged as an insolvent;

(iv) has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them; or

(v) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.

166) Subject to the provisions of the Act, where an appointment of managing director, whole-time director or manager is not approved by the company at a general meeting, any act done by him before such approval shall not be deemed to be invalid.

167) The Board of Directors may appoint Managing or Whole Time Director, Director or Manager to manage the affairs of the company and/or a secretary or other officers for such remuneration and on such terms and conditions with the sanctions of the Board and or shareholders in General Meeting and also approved by the Central Government.

168) Notwithstanding anything contain under section 203 of Companies Act 2013 read with rules framed there under as applicable if any, the Managing Director shall also act as Chairman of the Company, Chairman of the Board Meetings and General Body Meetings of Members of the Company.

169) The Directors may appoint a Vice chairman of the Board of Directors to preside at meetings of the directors at which the chairman not be present and determine the period for which he is hold office.

170) All meeting of the Directors shall be presided over by the chairman if present, but if at any meeting of Directors the Chairman be not present at the time appointed for holding the same or the chairman refuse to preside, the Vice-Chairman, if present, shall preside and if the Vice-Chairman be not present at such time or if the Vice- Chairman refuses to preside or if no Chairman or Vice Chairman has been appointed under the Article and in that case the Directors shall choose one of the Directors then present to preside at the meeting.

**PROCEEDINGS OF THE BOARD OF DIRECTORS**

171) The Directors may meet together as a Board for the conduct of business from time to time, and shall so meet at least four times in a year in such manner, that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. The Directors may adjourn and otherwise regulate their meetings as they think fit.

172) The participation of directors in a meeting of the Board may be either in person or through video conferencing of other audio-visual means, as prescribed in the Companies (Meeting of Board and its Powers) Rules, 2014, which are capable of recording and recognizing the participation of the directors and recording and storing the proceedings of such meeting along with date and time.

173) The Secretary or any officer of the Company, by order of the Board, shall sent notice in writing of every Board meeting called, to every Director, not less than seven days before the meeting at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means.

Provided that a meeting of the Board may be called at a shorter notice to transact urgent business subject to the condition that at least one Independent Director, if any, shall be present at the meeting;

Provided further that in case of absence of Independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one Independent Director, if any.

174) The Board shall appoint a Chairman of its meetings and determine the period for which he is to hold office. If no Chairman is appointed or if any meeting of the Board the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose someone of them to be Chairman of such meeting.

175) The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of Section 174 of the Act. If a quorum shall not be present within the Board, the meeting stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.

176) A Meeting of the Board at which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by or under these articles for the time being vested in or exercisable by the Board.

177) Subject to the provisions of Section 203 and 196 of the Act, questions arising at any meeting shall be decided by a majority of votes, and in case of any equality of votes, the Chairman shall have a second or casting vote.

178) The Board shall exercise the following powers on behalf of the company by means of resolution passed at the meetings of the Board, namely:

(i) to make calls on shareholders in respect of money unpaid on the shares;
(ii) to authorise buy-back of securities under section 68 of the Act;
(iii) to issue securities, including debentures, whether in or outside India;
(iv) to borrow monies;
(v) to invest the funds of the company;
(vi) to grant loans or give guarantee or provide security in respect of loans;
(vii) to approve financial statements and the Board's Report;
(viii) to diversify the business of the company;
(ix) to approve amalgamation, merger or reconstruction;
(x) to take over a company or acquire a controlling or substantial stake in another company;
(xi) any other matter which may be prescribed under Companies (Meetings of Board and its Powers) Rules, 2014

Provided that the Board may, by a resolution passed at a meeting, delegate to any committees of directors, the managing director, the manager or any other principal officer of the company or in case of a branch office of the company, the principal officer of the branch office, the powers specified in clause (iv) to (vi) on such conditions As it may specify.

Provided further that, if any subject not considered above and subject to provisions of the Act, the Board may transact the business by passing resolution on circulation pursuant to Section 175 of the Act.

179) The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far the same are applicable thereto, and are not superseded by any regulations made by the Board under these Articles.

180) Save in those case where a resolution is required by Sections 161,179,188,203, and 386 of the Act, to be passed at a meeting of the Board, a resolution shall be a valid and effectual as if it had been passed at a meeting of the Board or committee of the board, as the case may be, duly called and constituted, if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the directors, or to all the member of the Committee of the board as the case may be, then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual address in India and has been approved by such of them as are then in India or by majority of them as are entitled to vote on the resolution.

181) All acts done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director and had not vacated his office or his appointment had not been terminated; provided that nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have been terminated.

182) The Company shall cause minutes of all proceedings of every meeting of the Board and Committee thereof to be kept by making within thirty days of the conclusion of every such meeting entries thereof in book kept for that purpose with their pages consecutively numbered.

(i) Each page of every such book shall be initialed or signed and the last page of the record of proceeding of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting.

(ii) In no case shall the minutes of proceedings of a meeting be attached to any such book as aforesaid by a pasting or otherwise.

(iii) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(iv) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meetings

(v) The minutes shall also contain:
(a) The name of the Directors present at the meeting; and
(b) In the case of each resolution passed at the meeting the names of the Directors, if any, dissenting from or not concurring in the resolution.

(vi) Nothing contained in sub-clauses (i) to (vi) shall deemed to require the inclusion in any such minutes of any matter which, in the opinion of the Chairman of the meeting;
(a) is, or could reasonably be regarded as defamatory of any person;
(b) is irrelevant or immaterial to the proceedings; or
(c) is detrimental to the interest of the Company.

The Chairman shall exercise an absolute discretion with regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this sub-clause.

(vii) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

183) The Board may exercise all such powers of the Company and do all such acts, and things as are not, by the Act, or any other Act, or by the Memorandum, or by the Articles of the Company, required to be exercised by the Company in General Meeting subject nevertheless to these Articles, to the provisions of the Act, or any other Act and to such regulation being not inconsistent with the aforesaid regulations or provisions, as

may be prescribed by the Company in General Meeting but no regulations made by the Company in General Meeting shall invalidate any prior to act of the Board which would have been valid if that regulation had not been made. Provided that the Board shall exercise the powers as specified in section 180 of the Act only with the consent of the company by a special resolution in General Meeting, namely:

(i) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking.

(ii) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation.

(iii) to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate to its paid-up capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

(iv) to remit, or give time for the repayment of, any debt from a director.

(v) contribute to bona fide chartable and other funds not directly relating to the business of the company or the welfare of its employees, any amount the aggregate of which, in any financial year, exceed five percent of its average net profits for the three immediately preceding financial years.

184) Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, it is hereby declared that the Directors shall have the following powers, that is to say, power;

(i) to pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company;

(ii) to pay any charge to the capital amount of the Company and Commission or interest lawfully payable there out under the provisions of the Act;

(iii) subject to Section 179 and 188 of the Act to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire, at for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or otherwise acquisition to accept such title as the Directors may believe or may be advised to a reasonably satisfactory;

(iv) at their discretion and subject to the provisions of the Act to pay for any (property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in case of shares, bonds, debentures, mortgages, or other securities of the Company, and such shares may be issued either as fully paid up or with such amount credited as paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures, mortgages or other securities may be either specially charged upon all or any part of the property of the company and its uncalled capital or not so charged;

(v) to secure the fulfillment of any contacts or engagement entered into by the company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the firm being or in such manner as they may think fit;

(vi) to accept from any members, as far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed;

(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 claim or demands by or against the Company and to refer 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 bankrupts and insolvents;

(x) to make and give receipts releases, and other discharge for moneys payable to the Company and for the claims and demands of the Company.

(xi) subject to the provisions of Sections 179, 185 and 186 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 think fit, and from time to time vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name;

(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 of the Company, such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon;

(xiii) to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividends, warrants, releases, contracts, and documents and to give the necessary authority for such purpose.

(xiv) to distribute by way of bonus amongst the staff of the Company, share or shares in the profits of the Company, and to give to any officer or other persons employed by the Company a commission on the profits of any particular business or transaction; and to charge such bonus or commission as part of the working expenses of the Company;

(xv) to provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or by grants of money, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of 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 or locality of operation, 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 they may think proper for depreciation to depreciation fund, or to an Insurance Fund, or as a Reserve Fund, or sinking fund or any special fund to meet contingencies or to repay debentures or Debenture-stock, or for special dividends or for equalizing dividends or for repairing, improving extending and maintaining any of the property of the Company and such for other purpose (including the purposes referred to in the preceding clause), as the Board may, in their absolute discretion, think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other then 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 purpose as the Board in their absolute discretion think conducive to the interest of the company, notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital monies 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 division of a reserve fund to another reserve fund or division of a reserve fund and with full power to employ the assets constituting all or any of the above funds, including the depreciation, fund, in the business of the company or in the purchase or re-payment 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;

(xvii) to appoint, and at their discretion remove or suspend such general managers, secretaries, assistants, supervisors, clerks, agents and servants of permanent temporary or special services, as they may from time to time think fit and to determine their powers and duties, and fix their salaries or emoluments or

remuneration, and to require security in such instances and to such amounts as they may think fit. Also form time to time provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit; and the provisions contained in the four next following sub-clause shall be without prejudice to the general powers conferred by this sub-clause;

(xviii) to comply with requirements of any local law which in their opinion it shall, in the interests of the Company, be necessary or expedient to comply with;

(xix) from time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of such local Boards and to fix their remuneration;

(xx) subject to Section 179 of the Act, from time to time and at any time, to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board, other than their power to make calls or to make loans or borrow or moneys, and to authorize the Members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annual or vary any such delegation.

(xxi) at any time and from time to time by power of Attorney under the Seal of the Company, to appoint person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized 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 any of the Members of any Local Board, established as aforesaid or in favour of any company, or the shareholders, Directors, nominees, or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly by the Board any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit, and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them;

(xxii) subject to Sections 188 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 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;

(xxiii) from time to time to make vary and repeal by law for the regulation of the business of the Company, its officer and servants.

**CHIEF EXECUTIVE OFFICER, MANAGER, SECRETARY or CHIEF FINANCE OFFICER**

185) Subject to the provisions of the Act:

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

186) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

## THE SEAL

187)

(i) The Board shall provide a Common Seal for the purpose of the company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors or one director and the secretary or such other person as the Board may appoint for the purpose; and those two directors or one director and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

## DIVIDENDS AND RESERVES

188) The company in general meeting may declare dividends to be paid to members according to their respective rights, but no dividend shall exceed the amount recommended by the Board, but the company in general meeting may declare a smaller dividend.

189) Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

190) No dividend shall be declared or paid by the company for any financial year except, Out of the profits of the company for that year arrived at after providing for depreciation in accordance with the provisions of schedule II 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 the provisions of that schedule and remaining undistributed, or out of both, provided that;

191)

(i) The company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company:

(ii) Where owing to inadequacy or absence of profits in any financial year, the company proposes to declare dividend out of the accumulated profits earned by it in previous year and transferred by the company to the reserves, such declaration of dividend shall not be made except in accordance with Companies (Declaration and Payment of Dividend) Rules, 2014.

(iii) No dividend shall be declared or paid by the company from its reserves other than free reserves.

192) The Board of Directors of the Company may declare interim dividend during any financial year or at any time during the period from closure of financial year till holding of the annual general meeting out of the surplus in the profit and loss account or out of profits of the financial year for which such interim dividend is sought to be declared or out of profits generated in the financial year till the quarter preceding the date of declaration of the interim dividend:

Provided that in case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.

193)

(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

194) No member shall be entitled to receive payments of any interest or dividend in respect of his share or shares, while any money may be due or owing from him to the company in respect of such share or shares or otherwise however, either alone or jointly with any other person or persons and the Board may deduct from any dividend or interest payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

195)

(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) No dividend shall be paid by the company in respect of any share therein except to the registered shareholder of such share or his order or to his banker and shall not be payable except in cash.
Provided that nothing in this Article shall be deemed to prohibit the capitalization of profits or reserves of the company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the company.

Provided further that any dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend.

196) 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.

197) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

198) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the company in that behalf In any scheduled bank, to be called “Unpaid Dividend Account”. The company shall transfer any money transferred to the

unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act,

There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases. The company shall comply with the provisions the Act in respect of all unclaimed or unpassed dividend.

199) No dividend shall bear interest against the company.

## CAPITALISATION OF PROFITS

200)

(i) The company in general meeting may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards:

(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
(b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
(d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
(e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

201)

i. Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
(b) generally do all acts and things required to give effect thereto.

ii. The Board shall have power:

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

iii. Any agreement made under such authority shall be effective and binding on such members.

## ACCOUNTS

202) The Company shall keep at the registered office or at such other place in India as the Board thinks fit, proper books of Account in accordance with Section 128 the Act.

203) Where the Board decides to keep all or any of the Books of Accounts at any place other that the office of the company the Company shall within seven days of the decision file with the Registrar a notice in writing given the full address of that other place.

204) The Company may keep the books the accounts or other relevant papers in accordance with Section 128 of the Act, in electronic mode in such manner as prescribed.

205) The Company shall preserve in good order the Books of Accounts relating or period of not less eight year immediately preceding the financial year together with the vouchers relevant to any entry in such books of Account.

206) 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 transactions effected at the branch office are kept at the branch office and proper summarized return made up to date at intervals of not more than three months are sent by the branch office to the Company at its office or other place in India, at which the company's Books of Account are kept as aforesaid.

207) 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 its transaction; The Books of Account and other books and papers shall be open to inspection by any Directors during business hours.

208) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being Directors.

209) No member (not being a Director) shall have any right of inspecting any account or books or document of the Company except as conferred by law or authorized by the Board or by the company in general meeting.

210) The Directors shall from time to time, in accordance with Sections 129, 133 and 134 of the Act, cause to be laid before the company in General Meeting, such Balance Sheets, profits and loss account and reports as are required by these Sections.

211) A Copy of every Balance Sheet and Profit and loss account (including the Auditors Report and every other document required by law to be annexed or attached to the Balance Sheet) or a Statement containing salient features of such documents in the prescribed form, as laid down under Section 136 of the Companies Act, 2013 as the Company may deem fit, shall not less than twenty-one days before the Meeting at which the Balance Sheet and the profit and loss Account are to be laid before the Members, be sent to every person entitled thereto pursuant to the provisions of the Section 136 of the Companies Act, 2013 provided this

Article shall not require a copy of the documents to be sent to any person of whose address the Company is not aware of or to more than one of the joint holders of any shares.

## AUDIT

212) Auditors shall be appointed and their rights and duties regulated in accordance with Section 139 to 145 of the Act.

213) The first Auditor or auditors of the company shall be appointed by the board within one month of the date of registration of the company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first annual general meeting:
Provided that the Company may, at a General Meeting remove and such auditor or all of such auditors and appoint in his or their place any other person or persons who have been nominated for appointment by any member of the Company and of whose nominated notice has been given to the members of the Company not less than fourteen days before the date of the meeting,

Provided further that if the Board fails to exercise its powers under this Article, the Company in General meeting may appoint the first Auditor or Auditors.

Provided also that before such appointment is made, the written consent of auditor to such appointment and a certificate from him or it that the appointment if made, shall be in accordance with the conditions as prescribed, shall be obtained from the auditor.

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in section 141 of the Act.

Provided also that the company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the registrar within fifteen days of the meeting in which the auditor is appointed.

## DOCUMENTS AND NOTICES

214)

(i) A document or notice may be served or given by the Company or any member either personally or sending its by post to him to his registered address, if he has no registered address in India, to the address, if any, in India supplied by him to the Company for serving documents of notice on him.

(ii) Where a documents or notice is sent by post, services of the documents or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice provided that where a member has intimated to the Company in advance that documents or notices should be sent him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be the manner intimated by the member and; such service shall be deemed to have been effected in the case of Notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

215) A document or notice advertised in a newspaper circulating in the neighborhood of the office shall be duly served or sent on the day on which the advertisement appears on or to every member who has no registered address in India and has not supplied to the Company any address within India for serving of documents or the sending of notices to him.

216) A document or notice may be served or given by the Company on or given to the joint-holders of a share by serving or giving the document or notice or on or to the joint-holders named first in the Register of members in respect of the share.

217) A document or notice may be served or given by the Company on or to the person entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.

218) Document or notices of every General Meeting shall be served or given in the same hereinbefore authorized on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a member, and (c) the Auditor of Auditors for the time being of the Company.

219) Every person whom by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of such shares, previously to his name and address being entered on the Register of members, shall have been duly served on or given to the person from whom he drives his title to such share.

220) Any document or notice to be served or given by the Company may be signed by a director or some person duly authorized by the Board of directors for such purpose and the signatures thereto may be written printed or lithographed.

221) All documents or notices to be served or given by members on or to the Company or any office thereof shall be served or given by sending it to the Company or any officer at the office by post under a certificate of posting or by registered post or by speed post or by courier or by delivering at his office or address, or by such by electronic or other mode.

## RECONSTRUCTION

222) On any sale of the undertaking of the company the Board or the Liquidators on a winding-up may, if authorized by a Special Resolution accept fully paid or partly paid-up shares, debentures or securities of any other company whether incorporated in India or in part of the property of the Company and the Board (if the profits of the Company permit) or the Liquidators (in a winding-up) may distribute such shares or securities or any other property of the Company amongst the members without realization or vest the same in trustees for them and any special Resolution may provide for the distribution or appropriation of the cash shares or other securities, benefits or property otherwise than in accordance with the strict legal right of the member or contributories of the company and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorized and waive all rights in relation the course of being wound up, such statutory right (if any) under of the Act as are incapable of being varied excluded by these Articles.

## WINDING UP

223) Subject to the provisions of Chapter XX of the Act and rules made thereunder:

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the

whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the 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 RESPONSIBILTY**

224) Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

**SECRECY**

225) 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 declaration pledging himself to observe strict secrecy regarding all customers and the state of account with 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 to do so by the Board as by Court of Law and except so far as be necessary in order to comply with any; of the provisions of these presents constituted.

**GENERAL AUTHORITY**

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 such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

## SECTION IX – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following 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 or contracts entered into more than two years before the date of the Prospectus) which are or may be deemed material were attached to the copy of the Prospectus and delivered to RoC for registration. Copies of these contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10.00 a.m. and 5.00 p.m. on all Working Days from the date of the Prospectus until the Issue Closing Date.

**A. Material Contracts**

1. Issue Agreement dated March 22, 2025 entered into between our Company and the Lead Manager.

2. Registrar agreement dated March 19, 2025 entered into between our Company, and the Registrar to the Issue.

3. Tripartite Agreement dated March 24, 2025 between CDSL, our Company and the Registrar to the Issue.

4. Tripartite Agreement dated May 15, 2023 between NSDL, our Company and the Registrar to the Issue.

5. Escrow and Sponsor Bank Agreement dated July 14, 2025 between our Company, the Lead Manager, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Bank(s), Refund Bank(s) and the Registrar to the Issue

6. Market Making Agreement dated June 04, 2025 between our Company, Lead Manager and Market Maker.

7. Underwriting Agreement dated of June 04, 2025 between our Company, the Lead Manager and the Underwriters.

**B. Material Documents**

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.

2. Certificate of incorporation dated June 10, 1996.

3. Resolution of the Board of Directors dated March 01, 2025 authorising the Issue and other related matters.

4. Shareholders' Resolution passed at the Extra-ordinary General Meeting of the Company held on March 17, 2025 authorizing the Issue and other related matters.

5. Resolution of the Board dated March 31, 2025 approving the Draft Prospectus for filing with the Stock Exchange.

6. Resolution of the Board dated July 15, 2025 approving the Prospectus.

7. Copies of the audited financial statements of our Company for the Fiscal 2024, 2023 and 2022.

8. The examination report dated July 05, 2025 of our Statutory Auditor on our Restated Financial Statements.

9. Statement of Possible Special Tax Benefits dated July 07, 2025, issued by Statutory Auditor included in this Prospectus.

10. Certificate from M/s. O P Rathi & Co, Chartered Accountants, dated July 07, 2025 regarding the Key Performance indicators (KPI's) of our Company.

11. Consents of our Promoters, Directors, Chief Financial Officer, Company Secretary and Compliance Officer, LM, Legal Counsel to the Issue, Registrar to the Issue, Bankers to the Issue, Bankers to our Company, Market Maker to the Issue, Underwriters and Syndicate Members as referred to in their specific capacities.

12. Consent dated July 07, 2025 from M/s. O.P. Rathi & Co, Chartered Accountants to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations to the extent and

in their capacity as the Statutory Auditor, and for inclusion of their examination report dated July 05, 2025on examination of our Restated Financial Statements and the statement of possible special tax benefits dated July 07, 2025 in the form and context in which it appears in this Prospectus.

13. Due diligence Certificate dated July 14, 2025 issued by the LM.

14. Site visit report dated January 30,2025 prepared pursuant to site visit undertaken by the Lead Manager.

15. In-principle listing approval dated June 13, 2025 from BSE SME.

16. Secretarial Due Diligence report dated March 26, 2025 prepared by M/s SB Sheth & Associates.

17. Consent dated March 26, 2025 from Kirtesh Kumar G Shah, Chartered Engineer to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as chartered engineers in relation to their certificate on the Company's installed capacity and its utilisation.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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*Pursuant to schedule vi of securities and exchange board of india (issue of capital and disclosure requirements) regulations, 2018)*

## DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India or the rules, or the regulations or guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the disclosures and statements made in this Prospectus are true and correct.

**SIGNED BY THE DIRECTOR & CHIEF FINANCIAL OFFICER OF OUR COMPANY**

| | |
|---|---|
| **SD/-**<br><br>**VARUN SHARDA**<br><br>**Managing Director**<br>**DIN: 01571483** | **SD/-**<br><br>**VARSHA SHARDA**<br><br>**Director**<br>**DIN: 05291150** |
| **SD/-**<br><br>**ASHWINBHAI KANTILAL SHAH**<br><br>**Independent Director**<br>**DIN: 02221267** | **SD/-**<br><br>**BHARAT DHIRAJLAL MEHTA**<br><br>**Independent Director**<br>**DIN: 07180906** |
| | |
| **SD/-**<br><br>**GOPALKUMAR AMBALAL GANDHI**<br>**Chief Financial Officer** | **SD/-**<br><br>**MUKESH KHANNA**<br>**Company Secretary** |

**Place**: Vadodara
**Date**: July 15, 2025