



(Please scan this QR Code to view the Draft Red Herring Prospectus)



DRAFT RED HERRING PROSPECTUS

Dated: March 28, 2025

(The Draft Red Herring Prospectus will be updated upon filing with the RoC)

Please read section 26 and 32 of the Companies Act, 2013

100% Book Built Issue

BEDI STEELS LIMITED

Corporate Identification Number: U27106PB1990PLC010665

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
G.T. Road, Doraha, Ludhiana - 141421, Punjab, India.	NA	Mr. Dishant Khanna Company Secretary and Compliance Officer	Email: cs@bedisteelsltd.com Tel.: +91-9115700625	www.bedisteelsltd.com

PROMOTERS OF OUR COMPANY

MR. PRAYANK GUPTA, MR. MAHESH GUPTA, MRS. KHUSHBOO GUPTA, MRS. SARITA GUPTA, M/S MAHESH GUPTA AND SONS HUF, M/S PRAYANK GUPTA & SONS HUF

DETAILS OF ISSUE TO PUBLIC

Type	Fresh Issue Size (Rs. in Lakhs)	OFS Size (Rs. in Lakhs)	Total Issue Size (Rs. in Lakhs)	Eligibility
Fresh Issue	Up to 18,24,000 Equity Shares aggregating to Rs. [●] Lakhs.	NA	Up to 18,24,000 Equity Shares aggregating to Rs. [●] Lakhs.	The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. pursuant to Regulation 229(1) of SEBI ICDR Regulations.

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

RISKS IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is Rs. 10 each. The Issue Price, Floor Price or Price Band as determined by our Company in consultation with the BRLM and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under the chapter titled “Basis for Issue Price” beginning on page 106, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/ or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the chapter titled “Risk Factors” beginning on page 27.


ISSUER’S ABSOLUTE RESPONSIBILITY

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


LISTING

The Equity Shares, once issued through the Red Herring Prospectus, are proposed to be listed on the SME Platform of BSE Limited (BSE SME).

BOOK RUNNING LEAD MANAGER

Name and Logo	Contact Person	Email and Telephone
KHAMBATTA SECURITIES LIMITED 	Mr. Chandan Mishra	Email: ipo@khambattasecurities.com Telephone: +91-9953989693, 0120-4415469

REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email and Telephone
BIGSHARE SERVICES PRIVATE LIMITED 	Mr. Vinayak Morbale	Email: ipo@bigshareonline.com Tel.: 022-62638200

BID/ ISSUE PROGRAMME

ANCHOR INVESTOR BIDDING DATE*	[●]
BID/ ISSUE OPENS ON**	[●]
BID/ ISSUE CLOSES ON**	[●]***

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

**Our Company in consultation with the BRLM may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

***The UPI mandate end time and date shall be at 5.00 p.m. on Bid/Issue Closing Day.



BEDI STEELS LIMITED

Our Company was incorporated on September 04, 1990, as 'Bedi Steels Private Limited', a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation bearing CIN U27106PB1990PTC010665 issued by the Registrar of Companies, Punjab, H.P & Chandigarh. Subsequently, pursuant to a resolution passed by the Shareholders in an Extra-Ordinary General Meeting held on July 20, 2024, our Company was converted from a private limited company to a public limited company and a fresh certificate of incorporation bearing CIN U27106PB1990PLC010665 was issued by the Central Processing Centre, Manesar, Gurgaon, Haryana on September 11, 2024.

Registered Office: G.T. Road, Doraha, Ludhiana-141421, Punjab, India.

Tel.: +91-9115700625; **Email:** cs@bedisteelsltd.com; **Website:** www.bedisteelsltd.com

Contact Person: Mr. Dishant Khanna, Company Secretary and Compliance Officer

PROMOTERS OF OUR COMPANY: MR. PRAYANK GUPTA, MR. MAHESH GUPTA, MRS. KHUSHBOO GUPTA, MRS. SARITA GUPTA, M/S MAHESH GUPTA AND SONS HUF AND M/S PRAYANK GUPTA & SONS HUF	
DETAILS OF THE ISSUE	
<p>INITIAL PUBLIC ISSUE OF UP TO 18,24,000* EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF RS. [●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO RS. [●] LAKHS ("ISSUE / OFFER"). THIS ISSUE INCLUDES A RESERVATION OF UP TO 91,200* EQUITY SHARES AGGREGATING TO RS. [●] LAKHS FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE SHALL CONSTITUTE [●] % AND [●] %, RESPECTIVELY, OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.</p> <p><i>*Subject to finalization of basis of allotment.</i></p> <p>THE PRICE BAND WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM") AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH LANGUAGE NATIONAL DAILY NEWSPAPER [●], ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER [●] AND PUNJABI EDITION OF [●], A REGIONAL DAILY NEWSPAPER (PUNJABI BEING THE REGIONAL LANGUAGE WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND THE CAP PRICE SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE", REFERRED TO AS THE "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE.</p> <p>In case of any revision in the Price Band, the Bid/ Issue Period will be extended by at least three additional working days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of one working day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the respective websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.</p> <p>This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion") (the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders, other than the Anchor Investors, are mandatorily required to participate in this Issue only through an Application Supported by Blocked Amount ("ASBA") process, providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) in which the Bid amount will be blocked by the Self Certified Syndicate Banks or the Sponsor Bank. The Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For further details, please refer to the chapter titled "Issue Procedure" beginning on page 313.</p>	
RISK IN RELATION TO THE FIRST ISSUE	
<p>This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs. 10. The Issue Price, Floor Price or the Price Band 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 active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.</p>	
GENERAL RISKS	
<p>Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this 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 offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 27.</p>	
ISSUER'S ABSOLUTE RESPONSIBILITY	
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p>	
LISTING	
<p>The Equity Shares offered through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited (BSE SME). Our Company has received an in-principal approval letter dated [●] from BSE for using its name in the Offer Document for listing of our Equity Shares on the SME Platform of BSE Limited (BSE SME). For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE").</p>	
BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <p>KHAMBATTA SECURITIES LIMITED 806, 8th Floor, Tower-B, World Trade Tower, Noida, Sector-16, Uttar Pradesh-201301, India. Tel.: +91-9953989693, 0120 4415469 Email: ipo@khambattasecurities.com Investor Grievance Email: mbcomplaints@khambattasecurities.com Website: www.khambattasecurities.com Contact Person: Mr. Chandan Mishra SEBI Registration No.: INM000011914</p>	 <p>BIGSHARE SERVICES PRIVATE LIMITED Office No. S-62, 6th floor, Pinnacle Business Park Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai-400093 Tel.: +91 22 6263 8200 E-mail: ipo@bigshareonline.com Website: www.bigshareonline.com Investor grievance e-mail: investor@bigshareonline.com Contact person: Mr. Vinayak Morbale SEBI Registration No.: INR000001385</p>
BID/ ISSUE PROGRAMME	
ANCHOR INVESTOR BID/ ISSUE PERIOD*: [●]	BID/ ISSUE OPENS ON**: [●]
	BID/ ISSUE CLOSES ON**: [●]***

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

**Our Company in consultation with the BRLM may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.

***The UPI mandate end time and date shall be at 5.00 p.m. on Bid/Issue Closing Day.



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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

In this Draft Red Herring Prospectus, unless the context otherwise requires, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith.

Company Related Terms	
Term	Description
AoA / Articles / Articles of Association	The articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Company, constituted on December 09, 2024 in accordance with Section 177 of the Companies Act, 2013, as described in the chapter titled “ <i>Our Management</i> ” beginning on page 199.
Auditors / Statutory Auditors / Peer Reviewed Auditors	The statutory auditors of our Company, currently being M/s Jain Mittal Chaudhary & Associates, having their office at 1st Floor, SCO 144, Red Square Market, Hisar-125001, Haryana.
Bankers to our Company	CSB Bank Limited and Bank of Maharashtra.
Board of Directors / Board / Directors (s)	The Board of Directors of Bedi Steels Limited, including all duly constituted Committees thereof as the context may refer in the chapter titled “ <i>Our Management</i> ” beginning on page 199.
Chief Financial Officer /CFO	The Chief Financial Officer of our Company is Mr. Abhishek Sehgal.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company is Mr. Dishant Khanna.
Corporate Identification Number / CIN	U27106PB1990PLC010665
Equity Shares	Equity Shares of our Company of face value of Rs.10/- each fully paid-up.
Equity Shareholders / Shareholders	Persons / entities holding Equity Share of our Company.
Executive Directors	Executive Directors are the Managing Director, Whole-Time Director and Directors other than Non-Executive Directors and Independent Directors of our Company.
Group Entity(ies) /Group Companies	In terms of SEBI ICDR Regulations, the term “ <i>Group Companies</i> ” includes companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “ <i>Our Group Entities</i> ” beginning on page 224.
Independent Director(s)	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 199.
ISIN (Equity)	International Securities Identification Number. In this case being INE0ZFH01011.
Key Management Personnel / KMP	Key managerial personnel of our Company in terms of Section 2(51) of the Companies Act, 2013, together with the Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 199.



Materiality Policy	The policy adopted by our Board on December 09, 2024 for identification of Group Entities, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations.
Managing Director	The Managing Director of our Company is Mr. Prayank Gupta.
MOA / Memorandum / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted on December 09, 2024 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in the chapter titled “ <i>Our Management</i> ” beginning on page 199.
Non-Executive Director	A Director not being an Executive Director.
Promoter(s)	Mr. Prayank Gupta, Mr. Mahesh Gupta, Mrs. Khushboo Gupta, Mrs. Sarita Gupta, M/s Mahesh Gupta and Sons HUF and M/s Prayank Gupta & Sons HUF.
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations as disclosed in the chapter titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 217.
Public Announcement for filing of Draft Red Herring Prospectus	Public Announcement shall be advertised in all editions of the English national newspaper i.e., Financial Express, all editions of the Hindi national newspaper i.e., Jansatta and all editions of the regional newspaper of Punjab, Desh Pardesh, where the registered office of our Company is situated to made this Draft Red Herring Prospectus available for public comments for 21 days in accordance with the Regulation 247(2) of SEBI (ICDR) (Amendment) Regulations, 2025.
Registered Office	The Registered Office of our Company situated at G.T. Road, Doraha, Ludhiana -141421, Punjab, India.
Registrar of Companies / RoC	Registrar of Companies, Punjab and Chandigarh situated at 1 st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, Chandigarh-160019, India.
Restated Financial Statements/ Restated Financials	Restated Financial Statements of our Company for the period ended September 30, 2024 and financial years ended on March 31, 2024, 2023 and 2022 (prepared in accordance with the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations) which comprises the restated summary statement of assets & liabilities, the restated summary statement of profit and loss and restated summary statement of cash flows along with all the schedules and notes thereto.
Stakeholders’ Relationship Committee	The Stakeholders’ Relationship Committee of our Company, constituted on December 09, 2024 in accordance with Section 178(5) of the Companies Act, 2013, the details of which are provided in the chapter titled “ <i>Our Management</i> ” beginning on page 199.
Whole-Time Director	The Whole-Time Director of our Company is Mr. Mahesh Gupta.

Issue Related Terms

Term	Description
Allocation / Allocation of Equity Shares	Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants.
Allotment / Allot / Allotted	Issue and allotment of Equity Shares of our Company pursuant to Fresh Issue of the Equity Shares to the successful Applicants.
Allottee(s)	Successful Applicants to whom Equity Shares of our Company shall be allotted.



Term	Description
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least Rs. 2 crores.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bid/ Issue Period or Anchor Investor Bidding Date	The date one day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company in consultation with the Book Running Lead Manager.
Anchor Investor Pay– in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Issue Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Manager, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulation.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Red Herring Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA / Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the Application Amount.
ASBA Application location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Rajkot, Bangalore, Hyderabad, Pune, Baroda and Surat.
ASBA Investor / ASBA applicant	Any prospective investor(s)/ applicants(s) in this Issue who apply(ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank(s).	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and, in this case being [●].



Term	Description
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled “Issue Procedure” beginning on page 313.
Bid	An indication to make an offer during the Bid/ Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids and will be advertised in all editions of the English national newspaper [●] and all editions of the Hindi national newspaper [●] and all editions of the regional language newspaper of Doraha, Punjab [●], where the registered office of our Company is situated. Our Company in consultation with the BRLM, may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchange, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids and will be advertised in all editions of the English national newspaper [●] and all editions of the Hindi national newspaper [●] and all editions of the regional language newspaper of Doraha, Punjab [●], where the registered office of our Company is situated. Except in relation to Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors.
Bid/ Issue Period	Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/ Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in



Term	Description
	writing, extend the Bid / Issue Period for a minimum of one working day, subject to the Bid/ Issue Period not exceeding 10 working days.
Bidder(s)/Applicant(s)	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being Khambatta Securities Limited, SEBI Registered Category I Merchant Banker.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at http://www.sebi.gov.in , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at www.sebi.gov.in , or at such other website as may be prescribed by SEBI from time to time.
Designated CDP Locations	Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange i.e. www.bseindia.com .
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated Stock Exchange	SME Platform of BSE Limited.
Designated RTA Locations	Such locations of the RTAs where bidder can submit the Bid cum Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange i.e. www.bseindia.com .
Draft Red Herring Prospectus	The Draft Red Herring Prospectus issued in accordance with section 26 and 32 of the Companies Act, 2013 and filed with the BSE SME under SEBI (ICDR) Regulations.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
SME Platform of BSE Limited	The SME Platform of BSE Limited for Listing of Equity Shares, approved by SEBI as an SME Exchange for listing of equity shares issued under Chapter IX of the SEBI (ICDR) Regulations.



Term	Description
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account or UPI linked account number held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price and the Anchor Investor Issue Price will be finalised and below which no Bids will be accepted.
Fugitive Economic Offender	An individual who has committed the specified offence(s) under the Fugitive Economic Offenders Act, 2018 involving an amount of one hundred crore rupees or more and has absconded from India or refused to come back to India to avoid or face criminal prosecution in India.
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchange and the Book Running Lead Manager.
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Making Agreement	Market Making Agreement dated [●] between our Company, BRLM and Market Maker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being [●], who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	The Reserved Portion of 91,200 Equity Shares of face value of Rs.10/- each fully paid for cash at a price of Rs. [●]/- per Equity Share aggregating Rs. [●] Lakhs for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India.
Net Issue	The Issue, excluding the Market Maker Reservation Portion, of 17,32,800 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. [●]/- Equity Share aggregating Rs. [●] Lakhs by our Company.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 94.
Non - Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for an amount more than Rs. 2,00,000.
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 03, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA.
Issue / Issue Size/ Initial Public Offer/ Initial Public Issue / Initial Public Offering/ IPO	Public Issue of up to 18,24,000 Equity Shares of face value of Rs. 10/- each fully paid of Bedi Steels Limited for cash at a price of Rs. [●] per Equity Share (including a premium of Rs. [●] per Equity Share) aggregating Rs. [●] Lakhs.



Term	Description
Issue Agreement	The agreement dated December 20, 2024 between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being Rs. [●] per Equity Share of face value of Rs.10/- each fully paid.
Issue Proceeds	Proceeds from the fresh Issue that will be available to our Company, being Rs. [●] Lakhs.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus to be filed with ROC containing, <i>inter alia</i> , the Bid/Issue opening and closing dates and other information.
Public Issue Account	Account to be opened with the Banker to the Issue / Public Issue Bank i.e. [●] by our Company to receive monies from the Escrow Account and the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Issue Account Agreement/ Banker to the Issue Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, and the Public Issue Bank/ Banker to the Issue for collection of the Application Amounts.
Qualified Institutional Buyers or QIBs	QIBs, as defined in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations, 2018, including public financial institutions as specified in Section 2(72) of the Companies Act, 2013 scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund and alternative investment fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of Rs. 25 crore, pension fund with minimum corpus of Rs. 25 crore, NIF, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies.
Refund Account (s)	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Banker to the Issue at which the Refund Account will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Registered Broker	Individuals or companies registered with SEBI as “Trading Members”(except Syndicate/ Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on https://www.bseindia.com/members/MembershipDirectory.aspx
Registrar /Registrar to the Issue/RTA	Registrar to the Issue, in this case being Bigshare Services Private Limited having registered office at Pinnacle Business Park, Office No. S6-2, 6 th Floor,



Term	Description
	Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai-400093, Maharashtra, India.
Retail Individual Investor	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their Karta) and ASBA Applicants, who apply for an amount less than or equal to Rs. 2,00,000.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SCSB/ Self Certified Syndicate Banker.	Shall mean a Banker to the Issue registered under SEBI (Bankers to an Offer) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time.
Sponsor Bank	Shall mean a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchange and National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the retail investors into the UPI.
Underwriter	Underwriter to the issue is [●].
Underwriting Agreement	The agreement dated [●] entered into between the Underwriter and our Company.
UPI Mechanism	The bidding mechanism that may be used by a RII to make an application in the Issue in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.
Unified Payments Interface	It is an instant payment system developed by National Payments Corporation of India which allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's Bank account.
UPI ID	ID created on Unified Payment Interface.
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment.
UPI PIN	Password to authenticate transaction through UPI mechanism.
Wilful Defaulter	As defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations, 2018 which means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
Working Day	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Red Herring Prospectus are open for business: <ol style="list-style-type: none">1. However, in respect of announcement of price band and Bid/Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in the Red Herring Prospectus are open for business.2. In respect to the time period between the Bid/Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holiday in accordance with circular issued by SEBI.



Key Performance Indicators

Key Performance Indicators	Explanations
Revenue from Operations	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.
Total income	Total income is used by the management to track revenue from operations and other income.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
Operating Cash Flows	Operating cash flows activities provides how efficiently our company generates cash through its core business activities.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
Net Debt	Net debt helps the management to determine whether a company is over leveraged or has too much debt given its liquid assets
Debt-equity ratio (times)	The debt-to-equity ratio compares an organization's liabilities to its shareholder's equity and is used to gauge how much debt or leverage the organization is using.
ROE (%)	ROE provides how efficiently our Company generates profits from shareholders' funds.
ROCE (%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

Technical and Industry Terms

Term	Description
20MnCr5	20MnCr5 steel is a chromium-enriched alloy designed for case-hardening applications
27MnCrB5	27MnCrB5 is a boron heat-treatable low alloy engineering steel
31CRV3	It is a Cold working tool steel for basic everyday mechanical tools such as screwdrivers, wrenches, screwdrivers, sockets.
B2B	Business-to-Business
BOF	Basic Oxygen Furnace
CAGR	Compound Annual Growth Rate
CI	Cast Iron
Customer/ Clients	The entities that avail of the services of our Company on a commercial basis
EAF	Electric Arc Furnace
EMS	Environmental Management System
EN-18	EN18 Alloy Steel Round Bars are low alloy steel grade round bars
EN24	EN24 steel is a high-strength alloy steel
EN-31	EN31 steel is a high-carbon alloy steel that is typically used in engineering applications like gears and shafts
EN-45A	Wrought steels for mechanical and allied engineering purposes and Mechanical Properties, Chemical Element, Cross Reference
H13	It is a tool steel grade standardised for hot working



Term	Description
HP	Horsepower
HR	Hot Rolled
Ingots	Ingots are blocks of metal cast into convenient shapes for storage, transportation, and used to manufacture different products.
ISO	International Organization for Standardization
KVA	Kilovolt-Ampere
MMXXV	Roman Number which depicts Year 2025
MT	Metric Tonne
MTPA	Metric Tonne Per Annum
MTD	Metric Tonne Per Day
OHS	Occupational Health & Safety
PSPCL	Punjab State Power Corporation Limited
QMS	Quality Management System
RCS	Round Corner Square
SAE8620	SAE8620 steel is a case-hardening steel consisting of chromium, nickel, and molybdenum as the alloying elements
Sq. Yd.	Square Yard
SUP-9	SUP-9 is a grade of spring steel, which has higher strength, ductility and toughness, better hardenability, lower overheating sensitivity than manganese steel, decarburization tendency smaller than silicon manganese steel, large temper brittleness
TMT Bars	Thermo-Mechanically Treated Bars
ZED	Zero Defect Zero Effect

Conventional and General Terms/ Abbreviations

Term	Description
A/C	Account
AGM	Annual General Meeting
Articles	Articles of Association of the Company as originally framed or as altered from time to time in pursuance of any previous Companies law or of this Act.
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment Year
ASBA	Applications Supported by Blocked Amount
B. Com	Bachelor's Degree in Commerce
BIFR	Board for Industrial and Financial Reconstruction
BIS	Bureau of Indian Standards
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Capex	Capital Expenditure
CDSL	Central Depository Services (India) Limited
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CENVAT	Central Value Added Tax
CGA	Controller General of Accounts
CIN	Corporate Identification Number
Companies Act	The Companies Act, 2013 as amended from time to time, including sections of Companies Act, 1956 wherever applicable.
CPI	Consumer Price Index



Term	Description
CSO	Central Statistical Organization
CY/ C.Y.	Current Year
Debt equity ratio	Total borrowings (aggregate of non-current borrowings, current maturities of non-current borrowings and current borrowings) / total equity (aggregate of equity share capital and other reserves).
Debt to equity	This represent our financial leverage and is computed as total borrowings of the Company with total equity.
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
DB	Designated Branch
EBIT	EBIT provides information regarding the operational efficiency of the business after deducting depreciation and amortization cost.
EGM	Extra-ordinary General Meeting
Employees	All the personnel employed by our Company to provide its service directly or indirectly including on site.
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
EPS	Earnings per Share
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non-Resident Account
FEMA	Foreign Exchange Management Act, as amended from time to time and the regulations framed there under.
FEMA Regulations	FEMA (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000 and amendments thereto.
FICCI	Federation of Indian Chambers of Commerce & Industry
FII(s)	Foreign Institutional Investors
FIs	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India.
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.
FY/ F.Y.	Financial Year
GDP	Gross Domestic Product
GOI	Government of India.
GST	Goods & Service Tax
GVA	Gross Value Added
HNI	High Net worth Individual
HUF	Hindu Undivided Family
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.
Indian GAAP/ GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India



Term	Description
ICSI	Institute of Company Secretaries of India
IFRS	International financial reporting standards
IMF	The International Monetary Fund
Ind AS	Indian Accounting Standards
IPC	Indian Penal Code
IPO	Initial Public Offering
IPR	Intellectual Property Right
ISIN	International Securities Identification Number
IT	Information Technology
IT Act	The Income-tax Act, 1961 as amended from time to time except as stated otherwise.
IT Rules	The Income-tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
JV	Joint venture
KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “ <i>Our Management</i> ” beginning on page 199.
KPI	Key Performance Indicators
Ltd.	Limited
MBA	Masters in Business Administration
MCA	Ministry of Corporate Affairs
MD	Managing Director
MoU	Memorandum of Understanding
MNC	Multinational Corporation
N/A or NA	Not Applicable
NAV	Net Asset Value
Net Debt to equity	This is the absolute measure of the level of leverage in the Company to total equity.
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Debt	Net debt = non-current borrowing + current borrowing – Cash and Cash Equivalent.
NOC	No Objection Certificate
NII	Non-Institutional Investors
NIP	National Infrastructure Pipeline
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time.
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
NSP	National Steel Policy
Operating Cash Flows	Operating cash flows activities provides how efficiently our company generates cash through its core business activities.
P.A.	per annum
PAN	Permanent Account Number
Pvt.	Private



Term	Description
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
POA	Power of Attorney
PIO	Persons of Indian Origin
PMI	Purchasing Managers India
PLI	Production Linked Incentive
QIB	Qualified Institutional Buyer
R&D	Research and Development
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RII	Retail Individual Investors
RoNW	Return on Net Worth
Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
SEBI Listing Regulations/ SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations /Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.
SME	Small Medium Enterprises
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange (s)	BSE Limited
Sq.	Square
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
TNW	Total Net Worth
TRS	Transaction Registration Slip
u/s	Under Section
UIN	Unique Identification Number
US/ U.S. / USA	United States of America
USD or US\$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America
UOI	Union of India



Term	Description
Venture Capital Fund(s)/ VCF(s)	Venture capital funds as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
WDV	Written Down Value
w.e.f.	With effect from
WPI	Wholesale Price Index
WTD	Whole-Time Director
YoY	Year-over-Year

Notwithstanding the following: -

- 1) In the section titled '*Main Provisions of the Articles of Association*' beginning on page 353, defined terms shall have the meaning given to such terms in that section;
- 2) In the section titled '*Financial Information*' beginning on page 227, defined terms shall have the meaning given to such terms in that section;
- 3) In the chapter titled "*Statement of Possible Tax Benefits*" beginning on page 116, defined terms shall have the meaning given to such terms in that chapter.



PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to “India” are to the Republic of India and all references to the “Government” are to the Government of India.

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Draft Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the chapter titled ‘*Financial Information*’ beginning on page 227. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the chapters titled “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled ‘*Financial Information*’ beginning on page 227.

CURRENCY OF PRESENTATION

In this Draft Red Herring Prospectus, references to “Rupees” or “Rs.” or “₹” or “INR” are to Indian Rupees, the official currency of the Republic of India. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America.

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten million and ‘billion / bn./ Billions’ means ‘one hundred crores’.

INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Draft Red Herring Prospectus have been prepared by Dun & Bradstreet. Dun & Bradstreet has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness, the data has been obtained from IMF Global GDP Forecast Release January 2025, IMF World Economic Outlook January 2025 update, IMF, OECD, and World Bank, D&B Estimates, Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics, 2023-24, CMIE Economic Outlook and Dun & Bradstreet Research Estimates2F, Office of Economic Advisor, World Steel Association, Ministry of Steel, D&B Desk Research, JPC India Steel, Industry Articles, Joint Plant Committee, Press Information Bureau, Ministry of Commerce, ISA Steel Infra Build Summit 2024 – Deloitte Report, Dun & Bradstreet assumption. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although we believe that industry data



used in this Draft Red Herring Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

Further the extent to which the market and industry data presented in this Draft Red Herring 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.



FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements can generally be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “shall”, “will”, “will continue”, “will pursue” or other words or phrases of similar meaning. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant forward-looking statement.

Important factors that could cause actual results to differ materially from our expectations include, among others:

- Increased competition in our Industry;
- Fluctuation of raw material cost due to micro and macro-economic conditions;
- Reliance on Contract Labours;
- Competition from international and domestic companies;
- Our ability to attract and retain talented personnel;
- Any disruption in Steel & Allied Products industry;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Higher interest outgo on our loans;
- Our ability to successfully implement our growth strategy and expansion plans;
- Conflict of Interest with affiliated companies, the promoter group and other related parties; and
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Changes in government policies and regulatory actions that apply to or affect our business;
- The performance of the financial markets in India and globally;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;

For a further discussion of factors that could cause our actual results to differ, refer to section titled “*Risk Factors*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on pages 27 and 237 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Future looking statements speak only as of the date. Neither we, our Directors, Underwriter, Merchant Banker nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, the BRLM and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.



SECTION II – SUMMARY OF OFFER DOCUMENT

SUMMARY OF OUR BUSINESS

As of this Draft Red Herring Prospectus, our company is engaged in the manufacturing and trading of Steel and Alloy Ingots. We regularly produce over 50 grades and have the capability to manufacture more than 150 grades. Our products are primarily supplied to rolling mills and forging companies, which process them into components for the automotive, infrastructure, and engineering industries, among others. To enhance our product offerings, we have installed a rolling mill, with production expected to commence in April 2025. This forward integration will expand our portfolio to include Round Bars, RCS/Square Bars, Hex Bars, and Flat Bars.

For more details, please refer the chapter titled “*Our Business*” beginning on page 155.

SUMMARY OF OUR INDUSTRY

We operate primarily in manufacturing Steels and Alloy Ingots. Our products are mainly sold to rolling mills and forging companies which process them into components for the automotive, infrastructure, and engineering industries, among others. For more details, please refer the chapter titled “*Our Industry*” beginning on page 119.

OUR PROMOTERS

The promoters of our Company are Mr. Prayank Gupta, Mr. Mahesh Gupta, Mrs. Sarita Gupta, Mrs. Khushboo Gupta, M/s. Mahesh Gupta and Sons HUF and M/s Prayank Gupta & Sons HUF.

SIZE OF ISSUE

Present Issue of Equity Shares by our Company	Up to 18,24,000 Equity shares of face value of Rs.10/- each for cash at a price of Rs. [●] per Equity shares aggregating to Rs. [●] Lakhs.
Of which:	
Issue Reserved for the Market Maker	91,200 Equity shares of face value of Rs.10/- each for cash at a price of Rs. [●] per Equity shares aggregating to Rs. [●] Lakhs.
Net Issue	17,32,800 Equity shares of face value of Rs.10/- each for cash at a price of Rs. [●] per Equity shares aggregating to Rs. [●] Lakhs.

For further details, please refer to chapter titled “*Terms of the Issue*” beginning on page 298.

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects (“Objects of the Issue”):

(Rs. in Lakhs)

Sr. No.	Particulars	Amount
1.	Working Capital Requirement of our Company	3,331.00
2.	General Corporate Purposes*	[●]
	Total	[●]

*To be finalized upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 15% of the Net Proceeds or 10 crore whichever is less.

For further details, please refer to chapter titled “*Objects of the Issue*” beginning on page 94.



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

Set forth is the Pre-issue shareholding of our Promoters, Promoter Group as a percentage of the Paid-up Share Capital of our Company:

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
Promoters					
1.	Prayank Gupta	15,13,578	29.90	15,13,578	[●]
2.	Mahesh Gupta	14,05,065	27.76	14,05,065	[●]
3.	Sarita Gupta	9,59,997	18.96	9,59,997	[●]
4.	Khushboo Gupta	6,30,000	12.45	6,30,000	[●]
5.	Mahesh Gupta and Sons HUF	2,37,000	4.68	2,37,000	[●]
6.	Prayank Gupta & Sons HUF	2,16,900	4.28	2,16,900	[●]
Promoters Group					
1.	Dhruvika Gupta	6,600	0.13	6,600	[●]
2.	Himanshu Gupta	3,600	0.07	3,600	[●]
	Total	49,72,740	98.23	49,72,740	[●]

SUMMARY OF RESTATED FINANCIAL STATEMENTS

The details are as follows:

(Rs. in Lakhs)

Key Financial Performance	For the period / financial year ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from operations	10,552.91	16,803.79	12,429.75	8,095.98
Total Income	10,556.77	16,815.02	12,429.80	8,129.45
EBITDA	709.27	1,012.92	476.53	(508.50)
EBITDA Margin	6.72%	6.03%	3.83%	(6.28)%
PAT	419.55	658.77	289.15	(597.01)
PAT Margin	3.98%	3.92%	2.33%	(7.37)%
Operating cash flow	725.45	212.55	162.89	(13.56)
Net worth	2,086.50	1,666.95	153.70	(135.45)
Net Debt	2172.48	1260.38	1471.97	918.41
Debt Equity Ratio	1.05	0.79	9.80	(7.01)
ROCE (%)	15.12%	31.13%	24.59%	(64.11)%
ROE (%)	20.11%	39.52%	188.13%	N.A*

*In Fiscal 2022, our Company's Profit After Tax was Rs. (597.01) lakhs and had a negative Net Worth of Rs. (135.45) lakhs. Hence, return on Net Worth cannot be calculated for Fiscal 2022.

QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualifications which have not been given effect in the restated financial statements.



SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company, Directors, Promoters, Group Entity, KMPs and Senior Management is provided below:

Name of Entity	Criminal Proceedings	Tax proceedings	Statutory/Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges	Material civil litigations	Aggregate amount involved (to the extent ascertainable) (Rs. in Lakhs)
Company						
By our Company	Nil	Nil	Nil	Nil	02	11.21
Against our Company	Nil	06	Nil	Nil	Nil	135.59
Directors and Promoters						
By our Directors and Promoters	02*	Nil	Nil	Nil	Nil	*Amount unidentified
Against our Directors and Promoters	03*	Nil	Nil	Nil	Nil	
Group Entity						
Litigation by our Group Entity	Nil	Nil	Nil	Nil	04**	1.78**
Litigation against our Group Entity	Nil	03	Nil	Nil	Nil	656.53
Key Managerial Personnel and Senior Management (other than Directors and Promoters)						
By KMPs and Senior Management	Nil	Nil	Nil	Nil	Nil	Nil
Against KMPs and Senior Management	Nil	Nil	Nil	Nil	Nil	Nil

*Amount unidentified

**Ascertained value of each suit for the purpose of court fee for Rs. 50/-.

Note: the amounts mentioned above may be subject to additional interest, rates or penalties being levied by the concerned authorities for delay in making payment or otherwise.

For further details, please refer chapter “Outstanding Litigations and Material Development” beginning from page 252. Further, in addition to that, there could be other litigations & claims filed against the Company, Directors, Promoters, Group Entity, KMPs and Senior Management, which the Company may not be aware of as on the date of this Draft Red Herring Prospectus.

RISK FACTORS

For details relating to risk factors, please refer section titled “Risk Factors” beginning on page 27.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

Except as mentioned below the Company has no contingent liabilities for the period ended on September 30, 2024 and for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022.



(Rs. in lakhs)

Particulars	As at			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Claims against the company not acknowledged as debts	-	-	-	-
Guarantees given on Behalf of the Company	-	-	-	-
Performance Bank Guarantees given by company	-	-	-	-
Tax not acknowledged as payable	-	-	-	-
- GST appeal	62.56	49.89	42.36	42.36
- Income tax	73.03	73.03	-	-
-Traces (Note No.3)	0.81	0.81	-	-
Total	136.40	123.73	42.36	42.36

For details, please refer to section titled “Restated Financial Statements” beginning on page 227.

SUMMARY OF RELATED PARTY TRANSACTIONS

As required under Accounting Standard 18 “Related Party Disclosures” as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

1. Description of related parties	
a) Key Management Personnel (KMPs)/ Directors	
Name	Designation
Mr. Mahesh Gupta*	Chairman & Whole Time Director of the Company
Mr. Prayank Gupta **	Managing Director of the Company
Mrs. Khushboo Gupta**	Director of the Company
Mr. Siddarath Bedi ***	Director of the Company
Mr. Siddhant Singh Bedi ***	Director of the Company
Ms. Neha Bedi	Director of the Company
Mr. Dishant Khanna#	Company Secretary and Compliance Officer of the Company
Mr. Abhishek Sehgal##	Chief Financial Officer of the Company
*Appointed on March 22, 2024	
**Appointed on July 07, 2022	
***Resigned on August 01, 2022	
Note: Neha Bedi is appointed on July 07, 2022 and resigned on August 01, 2022	
# Appointed on August 19, 2024	
## Appointed on December 13, 2024	



b) Relatives of Key Management Personnel/ Directors									
Name					Relation				
Mrs. Sarita Gupta					Wife of Mr. Mahesh Gupta				
c) Enterprises significantly influenced / controlled by KMP and their relatives									
Name					Relation				
K.K. Alloys (Unit-1 & 2)					Partnership firm having directors as partners				
Prayank Gupta & Sons HUF					HUF of Mr. Prayank Gupta				
<i>(Rs. in Lakhs)</i>									
Sr. No.	Particulars	Transaction for the period/ financial year ended on							
		September 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
		Amount of Employee Benefit Expense	% of Employee Benefit Expense	Amount of Employee Benefit Expense	% of Employee Benefit Expense	Amount of Employee Benefit Expense	% of Employee Benefit Expense	Amount of Employee Benefit Expense	% of Employee Benefit Expense
1.	Employee Benefit Expense:	32.35		34.86		63.95		169.05	
	Remuneration/Salary/Perquisite								
	Mr. Prayank Gupta	-	-	1.80	5.16	-	-	-	-
	Mr. Siddhant Singh Bedi	-	-	-	-	4.00	6.25%	12.00	7.10
		Amount of Loan	%	Amount of Loan	%	Amount of Loan	%	Amount of Loan	%
2.	Unsecured Loan Taken:								
	Mr. Prayank Gupta	10.67	-	-	-	0.10	-	-	-
	Mr. Siddarath Bedi	-	-	-	-	77.49	-	56.00	-
	Mr. Siddhant Singh Bedi	-	-	-	-	-	-	7.00	-
	Mrs. Khushboo Gupta	-	-	2.00	-	-	-	-	-
	Mr. Mahesh Gupta	-	-	277.90	-	-	-	-	-
	Mrs. Sarita Gupta	-	-	19.89	-	-	-	-	-
3.	Unsecured Loan Repaid:								
	Mr. Prayank Gupta	-	-	0.10	-	-	-	-	-
	Ms. Neha Bedi	-	-	24.42	-	-	-	30.00	-
	Mr. Siddarath Bedi	-	-	79.27	-	63.50	-	62.00	-



	Mr. Siddhant Singh Bedi	-	-	19.77	-	-	-	2.50	-
	Mr. Mahesh Gupta	-	-	267.90	-	-	-	-	-
4.	Loan Given:								
	Prayank Gupta & Sons HUF*	40.00	-	-	-	-	-	-	-
		Amount of Total Expenses	% of Total Expenses	Amount of Total Expenses	% of Total Expenses	Amount of Total Expenses	% of Total Expenses	Amount of Total Expenses	% of Total Expenses
5.	Total Expenses	9,985.54		16,028.70		12,128.95		8,726.46	
	Purchases								
	K.K. Alloys (Unit 1 & Unit 2)	267.18	2.68	1,523.37	9.50	1,223.63	10.09	-	-
		Amount of Revenue from Operations	% of Revenue from Operations	Amount of Revenue from Operations	% of Revenue from Operations	Amount of Revenue from Operations	% of Revenue from Operations	Amount of Revenue from Operations	% of Revenue from Operations
6.	Revenue from Operations:	10,552.91		16,803.79		12,429.75		8,095.98	
	Sales								
	K.K. Alloys (Unit 1 & Unit 2)	204.58	1.94	997.12	5.93	621.66	5.00	-	-

* Loan is given to Prayank Gupta & Sons HUF before the Company is converted into Public Company amounting to Rs. 40 lakhs and it is received back on January 10, 2025.

Closing balance at the end of the year					
Name of related party & Nature of relationship	Nature of Transactions	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Key Managerial Personnel (KMP)					
Mr. Siddarath Bedi	Loan Taken	-	-	79.27	65.28
Mr. Siddhant Singh Bedi	Loan Taken	-	-	19.77	19.77
Ms. Neha Bedi	Loan Taken	-	-	24.42	24.42
Mr. Prayank Gupta	Loan Taken	10.67	-	0.10	-
Mrs. Khushboo Gupta	Loan Taken	2.00	2.00	-	-
Mr. Mahesh Gupta	Loan Taken	10.00	10.00	-	-
Prayank Gupta & Sons HUF *	Loan Given	40.00	-	-	-
Mrs. Sarita Gupta	Loan Taken	19.89	19.89	-	-

For details, please refer to section titled “Restated Financial Statements” beginning on page 227.



FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our directors and their relatives have financed the purchase by any other person of securities of our Company during a period of six (6) months immediately preceding the date of this Draft Red Herring Prospectus.

WEIGHTED AVERAGE PRICE OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS IN LAST ONE YEAR

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

Sr. No.	Name of the Promoters	Date of Allotment	No. of Equity Shares held	Type of Issue	Issue Price/Transfer Price (in Rs.)	Average Cost of Acquisition (in Rs.)
1.	Mr. Prayank Gupta	March 29, 2024	2,04,076	Preferential Issue for Conversion of Loan	100	16.82
		July 22, 2024	10,09,052	Bonus Issue in the ratio of 2:1	Nil	
2.	Mr. Mahesh Gupta	March 29, 2024	2,67,905	Preferential Issue for Conversion of Loan	100	22.24
		July 22, 2024	9,36,710	Bonus Issue in the ratio of 2:1	Nil	
3.	Mrs. Sarita Gupta	March 29, 2024	1,19,999	Preferential Issue for Conversion of Loan	100	15.79
		July 22, 2024	6,39,998	Bonus Issue in the ratio of 2:1	Nil	
4.	Mrs. Khushboo Gupta	March 29, 2024	1,10,000	Preferential Issue for Conversion of Loan	100	20.75
		July 22, 2024	4,20,000	Bonus Issue in the ratio of 2:1	Nil	
5.	M/s Mahesh Gupta and Sons HUF	June 27, 2024	79,000	Transfer from Mr. Ramkaran	100	33.33
		July 22, 2024	1,58,000	Bonus Issue in the ratio of 2:1	Nil	
6.	M/s Prayank Gupta & Sons HUF	June 27, 2024	72,300	Transfer*	100	33.33
		July 22, 2024	1,44,600	Bonus Issue in the ratio of 2:1	Nil	

* Mr. Vinay Kumar, Mr. Buta Singh and Mr. Mohit Kumar transferred 40,000, 25,000 and 7,300 equity shares respectively to M/s Prayank Gupta & Sons HUF.

For details, please refer to chapter titled “Capital Structure” beginning on page 75.



AVERAGE COST OF ACQUISITION OF PROMOTERS

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

Sr. No.	Name of the Promoters	No. of Equity Shares held	Average Cost of Acquisition (in Rs.)
1.	Mr. Prayank Gupta	15,13,578	19.93
2.	Mr. Mahesh Gupta	14,05,065	23.70
3.	Mrs. Sarita Gupta	9,59,997	19.27
4.	Mrs. Khushboo Gupta	6,30,000	22.62
5.	M/s Mahesh Gupta and Sons HUF	2,37,000	33.33
6.	M/s Prayank Gupta & Sons HUF	2,16,900	33.33

DETAILS OF PRE-IPO PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE (1) YEAR

The following shares of the Company have been issued in the last one year:

Date of Allotment	No. of Equity Shares Allotted	Face Value (in Rs.)	Issue Price (in Rs.)	Nature of Allotment	Nature of Consideration
March 29, 2024	8,54,480	10	100	Preferential Issue for Conversion of Loan	Consideration other than Cash
July 22, 2024	33,10,760	10	Nil	Bonus Issue in the ratio 2:1	Other than Cash

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Draft Red Herring Prospectus except, our company has split the face value of equity shares from Rs. 100 per share to Rs. 10 per share vide special resolution passed in Extra Ordinary General Meeting held on March 27, 2024.

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

Our Company has not filed any application to SEBI with regard to exemption from complying with any provisions of securities laws.



SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all of the information in this Draft Red Herring Prospectus when available, particularly the “Our Business”, “Our Industry” “Restated Financial Statements” and related notes thereon and “Management Discussions and Analysis of Financial Condition and Results of Operations” beginning on pages 155, 119, 227 and 237 respectively and the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse impact on our business, results of operations, cash flows and financial condition. If any or a combination of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition may be adversely affected, the price of the Equity Shares could decline, and you may lose all or part of your investment.

In making an investment decision, as prospective investors, you must rely on your own examination of us and the terms of the Issue, including the merits and the risks involved. You should consult your tax, financial, legal advisors about the particular consequences of investing in the Issue. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. To obtain a complete understanding of our business, you should read this section in conjunction with the sections titled “Our Industry”, “Our Business”, and “Restated Financial Statements” beginning on pages 119, 155 and 227 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

This Draft Red Herring Prospectus also contains certain 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 various factors, including the considerations described in this section and elsewhere in this Draft Red Herring Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

Unless otherwise stated, the financial information of our Company used in this section is derived from our audited financial statements under accounting standards, as restated.

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.*

While certain events may not be considered material on an individual basis, their significance may become apparent when assessed collectively. Some events may exert a significant qualitative impact rather than a quantitative one. Although some events may not be deemed material currently, they could potentially have a significant impact in the future.



Internal Risk Factors

1. Our Promoter, Mr. Mahesh Gupta has obtained an anticipatory bail from the court of Hon'ble Addl. Sessions Judge, Fatehgarh Sahib in the matter of cheating and criminal conspiracy under Sections 420 and 120B of the Indian Penal Code, 1860.

A First Information Report no. 198 of 2023 dated October 08, 2023 has been lodged in Police Station Mandi Gobindgarh, Punjab against our Promoter, Mr. Mahesh Gupta by Mr. Shubham Kapila under sections 420 and 120B of the Indian Penal Code, 1860 alleging that: (i) Mr. Shubham Kapila supplied C.I mould cast iron to M/s KK Alloys in which Mr. Mahesh Gupta, our Promoter and Whole-Time Director is a partner and although M/s KK Alloys made full payments against the invoiced amounts in a timely manner till January 2023, from February 2023 to July 2023, M/s KK Alloys paid fraction of the amount(s) of whatever order was placed and kept some amount outstanding; (ii) The outstanding amount accrued to Rs. 36,90,000/- and thereafter, Mr. Shubham Kapila stopped providing the material and even upon requesting to pay the outstanding amount due, M/s KK Alloys did not pay the outstanding amount. The prime allegation was that Mahesh Gupta, our Promoter and Whole-Time Director purchased goods to the tune of Rs. 36,90,000/- on credit basis and later on with the intent to cheat and defraud Mr. Shubham Kapila, refused to pay the due amount and on being asked, the complainant, Mr. Shubham Kapila was abused and threatened and denied any payment. The investigation in the matter is continuing.

Our Promoter, Mr. Mahesh Gupta has obtained an anticipatory bail from the court of Hon'ble Addl. Sessions Judge, Fatehgarh Sahib in the matter under the Bail Application No. 1194 of 2023 in respect of the FIR No. 198 of 2023. In the Bail Application, it was argued by our Promoter, that the FIR was in fact a counterblast to the Civil Suit No. 18687 of 2023 before the Hon'ble Civil Court Junior Division Ludhiana, which was filed by M/s KK Alloys against the complainant Mr. Shubham Kapila for recovery of Rs. 1,77,965/- plus pendente lite interest @24% from the date of filing of suit till the date of realization. It was submitted by Mr. Mahesh Gupta that the matter in dispute between the M/s KK Alloys/Mahesh Gupta and M/s Maa Shakti Enterprises/Shubham Kapila is in relation to business transactions which is purely of civil nature which has been given criminal colour only to pressurize Mr. Mahesh Gupta. Based on the contentions submitted, the anticipatory bail application of Mr. Mahesh Gupta has been allowed by the Hon'ble Addl. District Judge, Fatehgarh Sahib District and Mr. Mahesh Gupta has been directed to join the police investigation and asked to furnish bail bonds of Rs.1,00,000/- with one surety to the satisfaction of the concerned investigation officer/arresting officer subject to the conditions that:

- i. Mr. Mahesh Gupta shall not leave the country without prior permission of the court;
- ii. Mr. Mahesh Gupta shall not tamper with the prosecution evidence;
- iii. Mr. Mahesh Gupta shall join the investigation as and when called by the Investigating Officer.

Directions issued by the Hon'ble High Court of Punjab and Haryana in the disposal order dated March 20, 2024 in CRM-M 14473 of 2024.

Our Promoter, Mr. Mahesh Gupta had approached the Hon'ble High Court of Punjab and Haryana for the quashing of the aforesaid FIR No. 198 of 2023, lodged with Police Station Mandi Gobindgarh, Fatehgarh Sahib in the aforesaid criminal petition and the Hon'ble High Court of Punjab and Haryana has disposed of the CRM-M 14473 of 2024 *vide* an order dated March 20, 2024. The criminal petition was filed by Mahesh Gupta under Section 482 of Code of Criminal Procedure, 1973 seeking directions to the respondents, i.e. the police to conduct free and impartial investigation in FIR No. 198 of 2023 under the supervision of senior ranked gazetted officer except respondent No. 6 i.e. Superintendent of Police (Detective), Fatehgarh Sahib who was allegedly unnecessarily and illegally pressurizing Mahesh Gupta. The Hon'ble High Court while disposing of the Criminal Petition No. CRM-M-14473 of 2024 *vide* the order dated March 20, 2024 directed the Respondent Director General of Police, Punjab to consider the averments of Mr. Mahesh Gupta in the representation dated March 10, 2024 already made to the Director General of Police, Punjab seeking free and impartial investigation in the FIR No. 198 of 2023 and to dispose of the same expeditiously after giving opportunity of personal hearing to Mahesh Gupta and to take action as warranted under the provisions of law. The investigation is currently ongoing.



Criminal exposures for our Promoter, Mr. Mahesh Gupta in the disposal orders of COMA 5482 of 2023, before the Hon'ble Judicial Magistrate First Class, Ludhiana and in CHA 1502 of 2024 before the Hon'ble Judicial Magistrate First Class, Ludhiana.

- i. The Hon'ble Judicial Magistrate First Class, Ludhiana *vide* the order dated November 12, 2024 in COMA 5482 of 2023 directed our Promoter, Mr. Mahesh Gupta to pay a total fine of Rs. 10,000/- for the offence under Section 92 of the Factories Act. The Hon'ble Court has recorded in the order dated November 12, 2024 that the fine amount has been paid and the bail bond has been discharged.
 - ii. The Hon'ble Judicial Magistrate First Class, Ludhiana in CHI 1502 of 2024 arising out of the FIR No. 26 dated January 26, 2023 u/s 336 of the Indian Penal Code, 1860 registered with P.S. Sahnawal, Ludhiana, vide order dated November 12, 2024, has held that ends of justice would be met if our Promoter, Mr. Mahesh Gupta pays cost of prosecution of Rs. 5000/- which has been done, and that he be kept on probation for a period of six months against furnishing of personal bonds in the sum of Rs. 10,000/- during which he will keep peace and display good behaviour.
2. ***Our Company, Group Entity, Promoters & Directors, Key Managerial Personnel and Senior Management are involved in certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

Our Company, Group Entity, Promoters & Directors, Key Managerial Personnel and Senior Management are involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals and forums. Mentioned below are the details of the proceedings involving our Company as on the date of this Draft Red Herring Prospectus along with the amount involved, to the extent quantifiable, based on the materiality policy for litigations, as approved by the Company in its Board Meeting held on March 24, 2025.

Name of Entity	Criminal Proceedings	Tax proceedings	Statutory/Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges	Material civil litigations	Aggregate amount involved (to the extent ascertainable) (Rs. in Lakhs)
Company						
By our Company	Nil	Nil	Nil	Nil	02	11.21
Against our Company	Nil	06	Nil	Nil	Nil	135.59
Directors and Promoters						
By our Directors and Promoters	02*	Nil	Nil	Nil	Nil	*Amount unidentified
Against our Directors and Promoters	03*	Nil	Nil	Nil	Nil	
Group Entity						
Litigation by our Group Entity	Nil	Nil	Nil	Nil	04**	1.78**
Litigation against our Group Entity	Nil	03	Nil	Nil	Nil	656.53
Key Managerial Personnel and Senior Management (other than Directors and Promoters)						
By KMPs and Senior Management	Nil	Nil	Nil	Nil	Nil	Nil
Against KMPs and Senior Management	Nil	Nil	Nil	Nil	Nil	Nil



There can be no assurance that these litigations will be decided in favour of our Company, our Promoters/Director, our Group Entity and/or Key Managerial Personnel and Senior Management, respectively, and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. As on the date of this Draft Red Herring Prospectus, our Company has not created any provisions related to the above litigations filed against the Company.

If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares.

For the details of such outstanding litigations, please refer the chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 252.

3. Our Company is dependent on few numbers of customers for sales. Loss of any of the large customer may affect our revenues and profitability.

Our Company is engaged in the business of manufacturing of steel and alloy ingots. Our business operations are highly dependent on our customers and the loss of any of our customers may adversely affect our sales and consequently on our business and results of operations. The table below sets out our revenue from our top customer, top 05 customers and top 10 customers, on the basis of revenue contribution, including as a percentage of revenue from operations for the periods indicated.

(Rs. in Lakhs)

Particulars *	For period ended on September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	%*	Amount	%*	Amount	%*	Amount	%*
Top Customer	1,491.06	14.13	4,522.90	26.92	1,862.90	14.99	4,338.59	53.59
Top 05 Customers	5,871.78	55.64	9,917.95	59.03	5,919.72	47.62	6,682.11	82.54
Top 10 Customers	7,556.31	71.60	12,678.35	75.45	8,084.35	65.04	7,152.85	88.37

*% of revenue from operations

The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Any decline in our quality standards, growing competition and any change in the demand, may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, and the loss of business from one or more of them may adversely affect our revenues and results of operations.

However, the composition and revenue generated from these customers might change, as we continue to add new customers in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new customers, there can be no assurance that we will be able to maintain long term relationships with such customers or find new customers in time.

4. Our Company is dependent on few suppliers for purchase of raw material. Loss of any of these large suppliers may affect our business operations.

Our Company is engaged in the business of manufacturing of steel and alloy ingots. Our business operations are highly dependent on our suppliers and the loss of any of our suppliers may adversely affect our purchases and consequently on our business and results of operations. The table below sets out our purchase from our top supplier, top 05 suppliers and top 10 suppliers, on the basis of cost of purchases, including as a percentage of total purchases for the periods indicated.



(Rs. in Lakhs)

Particulars*	For period ended on September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	%*	Amount	%*	Amount	%*	Amount	%*
Top 01 Supplier	870.54	8.69	1,938.66	12.29	1,113.44	9.77	1,443.13	21.12
Top 05 Suppliers	3,744.29	37.39	7,225.79	45.82	4,110.48	36.05	3,653.85	53.48
Top 10 Suppliers	6,205.09	61.96	10,213.92	64.76	5,689.35	49.90	4,706.47	68.88

*% of our total purchases.

We cannot assure that we will be able to get the same quantum and quality of supplies, or any supplies at all, and the loss of supplies from one or more of them may adversely affect our purchases of raw material and ultimately our revenue and results of operations. However, the composition and amount of purchase from these suppliers might change as we continue to seek new suppliers for our raw material for better quality and price in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new suppliers, there can be no assurance that we will be able to maintain long term relationships with such suppliers or find new suppliers in time. For further details refer to the chapter titled “Our Business” beginning on page 155.

5. Our business is largely concentrated in North India and is affected by various factors associated with these states.

As on the date of this Draft Red Herring Prospectus, our company manufactures steel and alloy ingots at our facility in Doraha, Ludhiana, Punjab, strategically located near key industrial hubs such as Ludhiana, Jalandhar, and Mandi Gobindgarh. Due to the high demand in Punjab, a significant portion of our revenue comes from this state, allowing us to save on transportation costs and achieve higher profit margins. However, this also exposes the company to risks arising from the concentration of revenue in a limited geographical area.

In recent years, we have expanded our operations into new region, Himachal Pradesh, as part of our strategy to mitigate the risks associated with geographic revenue concentration. In Fiscal Year 2024, we began generating revenue from new region, as shown in the table below. Going forward, we are committed to further diversifying our revenue base by continuing to expand into additional geographies, thereby reducing the reliance on any single market.

The below mentioned table shows the state wise revenue breakup:

(Rs. in Lakhs)

Revenue from the State of	For period ended on September 30, 2024	%*	Fiscal 2024	%*	Fiscal 2023	%*	Fiscal 2022	%*
Punjab	10,552.91	100.00	16,658.23	99.13	12,429.74	100.00	8,087.00	99.89
Himachal Pradesh	-	-	145.56	0.87	-	-	-	-
Delhi	-	-	-	-	-	-	8.98	0.11
Total	10,552.91	100.00	16,803.79	100.00	12,429.74	100.00	8,095.98	100.00

*% of revenue from operations.

Any decrease in revenues from North India, including due to increased competition or supply, or reduction in demand, in markets in which we operate, may have an adverse effect on our business, cash flows, results of operation and financial condition. Further, any significant disruption, including due to social, political or economic factors or natural calamities or civil disruptions, impacting these geographical regions may adversely affect our business. Additionally, changes in the policies of the state or local governments of these regions may require us to incur significant capital expenditure and change our business strategy. We cannot assure you that we will be able to address our reliance on these few geographical regions, in the future.



6. Our business is working capital intensive. If we experience insufficient cash flows to meet required payments on our working capital requirements, there may be an adverse effect on the results of our operations.

Our Company proposes to utilize Rs. 3,331.00 Lakhs from Net Proceeds of the Issue towards estimated working capital requirements and expects to utilize the same in Fiscal 2026. The balance portion of our Company's working capital requirement, if any, shall be met from the working capital facilities availed/ to be availed and internal accruals. For details, please refer to the chapter titled "Objects of the Issue" beginning on page 94.

Working Capital for the period ended on September 30, 2024 and for the last three financial years of our Company:

(Rs. in Lakhs)

Particulars	September 30, 2024 (Audited)	No. of Days	Fiscal 2024 (Audited)	No. of Days	Fiscal 2023 (Audited)	No. of Days	Fiscal 2022 (Audited)	No. of Days
Current Assets								
Trade Receivables	1,864.44	32	833.42	18	1,125.80	33	600.29	27
Inventories	3,672.37	64	2,692.47	58	1,232.96	36	834.15	38
Loans & Advances	120.75		367.84		29.46		75.92	
Other Current Assets	222.96		39.40		47.36		141.92	
Total Current Assets (A)	5,880.53		3,933.12		2,435.58		1,652.28	
Current Liabilities								
Trade Payables	3,565.96		1,751.94		1,554.61		789.97	
Other Current Liabilities	420.39*		303.98*		172.05		454.74	
Short Term Provisions	239.95		96.05		0.16		0.23	
Total Current Liabilities (B)	4,226.30		2,151.97		1,726.82		1,244.94	
Total Working Capital Requirements (A-B)	1,654.23		1,781.15		708.77		407.34	
Funding Pattern								
Working Capital Funding from Banks and Financial Institutions	1,511.79		1,000.44		708.77		407.34	
Unsecured Loans	42.56		31.89		-		-	
Internal Accruals	99.88		748.82		-		-	

We require a significant amount towards working capital requirements which is based on certain assumptions, and accordingly, any change of such assumptions would result in changes to our working capital requirements. A significant amount of working capital is required to finance the purchase of raw materials and trade receivables. As a result, we may continue to avail debt in the future to satisfy our working capital requirements. Our working capital requirements may increase if we undertake larger or additional order from our customers or if payment terms do not include advance payments or such contracts have payment schedules that shift payments toward the end of a project or otherwise increase our working capital burden.

7. Our business is working capital intensive and hence, Trade Receivables and Inventories form a substantial part of our current assets. Failure to manage our inventory could have an adverse effect on our business, results of operations, cash flows and financial condition.

Our business is working capital intensive and hence, Trade Receivables and Inventories form substantial part of our current assets and net worth.



(Rs. in Lakhs)

Particulars	For the period ended on September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total Current Assets	5,897.81	3,981.82	2,469.44	1,683.56
Trade Receivables	1,864.44	833.42	1,125.80	600.29
Trade Receivables % of total Current Assets	31.61	20.98	45.59	35.66
Inventories	3,672.37	2,692.47	1,232.96	834.15
Inventories % of total Current Assets	62.27	67.62	49.93	49.55

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

8. Our Company is dependent on Contractor for supply of labours and any dispute or sudden termination of contract may affect our operation negatively.

Our Company does not employ workers on our pay roll and is dependent on the Contractor for supply of labours for our operations. Our Company has entered into an agreement with the Contractor, M/s Radha Raman Enterprises a proprietorship, for supply of labours, dated November 01, 2024. The said agreement is valid for 11 months w.e.f. November 01, 2024 upto September 30, 2025 and can be extended further as agreed mutually. Under the agreement, the Contractor is under the obligation to supply labours for 7 days a week to the company site for the monthly consideration Rs. 4,50,000 (exclusive of GST). The Company is not liable to pay any wages and statutory dues to the workers and the same shall be paid by the Contractor which shall not be less than the minimum wages payable under the relevant statute. Either party can terminate the agreement by giving one month's notice to the other without assigning any reason and without payment of any compensation thereof.

The operations of our Company may get affected for the short term due to dispute or sudden termination of the Contract by the either party. Also, indulgence of the workers in theft, negligence, moral turpitude, illegal activities, misconduct, may affect Company financially and tarnish image in the market. Also, our Company constantly keep vigilance on the labour and supervise their work. The Company provides training to the labour before deploying. Our Company in the past has never witnessed any delay or shut down owing to labour unrest or non-availability. However, no assurance can be given that the Company will not face any delay or shut down owing to labour unrest or non-availability.



9. *We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations.*

We have entered into related party transactions with our Promoters, Promoter Group, Group Entity and Directors. For details of these transactions, please refer “Annexure 32 - Related Party Transactions” under section titled as “Financial Information” beginning on page 227. We have taken the permission of our Board & Shareholders for such transactions as required under the Companies Act, 2013.

All the related party transactions carried out by the Company in the past are in compliance with the Companies Act, 2013 and other applicable provisions at that time.

Although all related-party transactions that we may enter into are on an arm’s length basis and are subject to approval by our Audit Committee, Board and/or shareholders, as required under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), we cannot assure you that such transactions in the future, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions had not been entered into with related parties. Such related-party transactions in the future may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, financial condition, cash flows and results of operations. There can also be no assurance that any dispute that may arise between us and related parties will be resolved in our favour.

Following is the Related Party Transactions:

(Rs. in Lakhs)

Particulars	For the period ended on September 30, 2024	% of total income	F.Y. ended on March 31, 2024	% of total income	F.Y. ended on March 31, 2023	% of total income	F.Y. ended on March 31, 2022	% of total income
Related Party Transactions during the year	522.43	4.95	3,213.54	19.11	1,990.38	16.01	169.50	2.09

For details of the related party transactions, as per the requirements under AS-18 see ‘Related Party Disclosures’ issued by the Institute of Chartered Accountants of India and as reported in the Restated Financial Statements, please refer to the chapter titled “Annexure 32 – Restated Summary Statement of Related Party Disclosure” beginning on page 227.

We cannot assure you that we will be able to maintain the terms of such transactions, or that, in the event we enter into future transactions with related parties, the terms will be favourable to us.

10. *We have experienced negative cash flows in relation to our operating activities, investing activities and financing activities for the period ended September 30, 2024 and in Fiscal Year 2024, 2023, 2022. Any negative cash flows in the future would adversely affect our results of operations and financial condition.*

Our Company had reported certain negative cash flows from its operating activities, investing activities and financing activities in previous years as per the restated financial statements and the same are summarised as under:



(Rs. in Lakhs)

Particulars	For the Period ended on September 30, 2024	For the Financial Year ended on		
		March 31, 2024	March 31, 2023	March 31, 2022
Cashflow from operating activities	725.45	212.55	162.89	(13.56)
Cashflow from Investing activities	(1,562.80)	(728.29)	(618.37)	202.75
Cashflow from Financing activities	805.94	530.59	458.05	(161.57)

Cash outflow from Operating activities:

During Fiscal 2022, the net cash outflow from operating activities was Rs. (13.57) Lakhs. During the period, our net profit before tax was Rs. (597.01) Lakhs. The primary adjustments consisted of depreciation and amortization expense of Rs. 46.98 Lakhs; finance cost of Rs. 72.97 Lakhs and Extraordinary Items (Tax refund + prior period adjustments) of Rs. (319.52) Lakhs. Further, other major adjustment being net increase in trade receivables of Rs. 208.95 Lakhs, other current assets of Rs. 141.92 Lakhs, other current liabilities Rs. 399.91 Lakhs and net decrease in inventories of Rs. 805.70 Lakhs and trade payables of Rs. 99.57 Lakhs.

Cash outflow from Investing activities

During the period ended on September 30, 2024 net cash outflow from Investing activities was Rs. (1,562.80) Lakhs, mainly due to Investment in Capital Work-in-progress amounting to Rs. (1,349.09) Lakhs.

During the Fiscal 2024, the net cash outflow was Rs. (728.30) Lakhs mainly due to purchase of plant and equipment Rs. 767.73 Lakhs.

During the Fiscal 2023, the net cash outflow was Rs. (618.37) Lakhs mainly due to purchase of property plant and equipment Rs. 644.20 Lakhs.

Cash outflow from Financing activities

During the Fiscal 2022, the net cash outflow from financing activities was Rs. (161.57) Lakhs mainly due to repayment of long-term borrowing of Rs. 150.28 Lakhs and finance cost of Rs. 72.97 Lakhs.

11. We do not have long-term agreements with suppliers for our raw materials and an increase in the cost of, or a shortfall in the availability or quality of such raw materials could have an adverse effect on our business, financial condition and results of operations.

Our business is significantly affected by the availability, cost and quality of the raw materials and components which we need to develop our products. Our principal raw materials are metal scrap, other being pure metals, refectories and rimming mass. We usually do not enter into long-term supply contracts with any of our raw material suppliers. Our raw materials are majorly procured from the domestic market depending on the availability and cost and other factors such as presence of desired metals in the metal scrap. We are dependent on external suppliers for availability of raw material /components. The prices and supply of these and other raw materials & components depend on factors beyond our control, including general economic conditions, competition, production levels, transportation costs and duties. If, for any reason, our suppliers of raw materials and components should curtail or discontinue their delivery of such materials to us in the quantities we need or at prices that are competitive or expected by us, our ability to meet the requirements of our customers could be impaired and our earnings and business could suffer.

If we are unable to source raw materials from key suppliers in a timely manner, our production processes and results of operations may be adversely impacted. The absence of long-term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require.



12. Our Company was incorporated in the year 1990 and some of our corporate records including forms filed with the Registrar of Companies are not traceable, erroneously filed and not timely filed. We cannot assure you that we will not be subject to any penalties imposed by the relevant regulatory authority in this respect which may impact our financial condition and reputation.

In the year 2022, the management, business and control of the Company was taken over by our current Promoters, Mr. Prayank Gupta, Mr. Mahesh Gupta, Mrs. Sarita Gupta, and Mrs. Khushboo Gupta vide Business Takeover Agreement dated July 29, 2022. Pursuant to the said agreement, 100% ownership of the Company was transferred from the previous promoters, Mr. Siddarath Bedi and Mr. Siddhant Singh Bedi, to the current promoters of our Company. On transition of control, the present management received limited secretarial records from the previous management. Also, through online search of ROC record, our Company didn't retrieve all the forms filed with the RoC. Further, our Company appointed Practising Company Secretary Firm M/s Lal Ghai & Associates, Company Secretaries, for physical inspection of the ROC Forms. They have conducted Physical Search in ROC Chandigarh on December 17, 2024 vide SRN UU0521078, X88740139 and X85819654.

Due to the change in methods of record keeping with the concerned RoC, the following documents and records of our Company could not be traced:

1. Allotment forms and transfer forms, between the incorporation of the Company i.e. September 04, 1990 and September 30, 2004, are not available.
2. Transfer forms between September 30, 2010 to September 30, 2013 are not available.
3. Transfer forms executed on December 31, 2016 and March 31, 2017 are not available. The date of transfer is derived from the Annual Return for the Fiscal 2017.
4. Transfer Forms for the transfer made between March 31, 2019 and March 31, 2021 are not available.
5. Annual Returns since incorporation till Fiscal 2002 are not traceable. Further, Annual Return for the Fiscals 2006, 2009, 2010, 2013, 2014, 2020 and 2022 are available but the files procured are corrupted and not readable.
6. Between the year 2001 to 2003, Form filed with RoC for increase in Authorised Share Capital from Rs. 80,00,000 divided into 80,000 Equity Shares of face value of Rs.100/- each to Rs. 1,00,00,000 divided into 1,00,000 Equity Shares of face value of Rs.100/- each, is not traceable. We derived this information from the Annual Return of Fiscal 2003.
7. Forms filed pertaining to change in directors from incorporation till June 2022 are not traceable except for the resignation of Mr. Rajnish Bedi on September 30, 2011.
8. Cost Audit forms for FY 2019-20 and 2020-21 are not traceable but the challans for the same are available.
9. The Company filed the Cost Audit Reports for the financial years 2022-2023 and 2021-2022 in October 2024, following a show cause notice and subsequent reminders from the Ministry of Corporate Affairs (MCA) dated June 13, 2024, August 07, 2024, and September 18, 2024. Additionally, upon receiving another show cause notice on December 10, 2024, the Company responded, confirming that the Cost Audit Reports had already been filed with the MCA in October 2024.
10. Minutes and Statutory Registers since incorporation till the FY 2018-19 are not traceable.

Following is the list of typographical and erroneous filing:

1. Annual return for the FY 2006-07 has been erroneously filed with the wrong attachment. The annual return attached in the form inaccurately shown authorised capital of the Company as Rs. 1,50,00,000 divided into 15,00,000 equity shares of face value of Rs. 10 each instead of Rs. 1,00,00,000 divided into 1,00,000 equity shares of face value of Rs. 100 each. Further, the incorrect list of shareholders was enclosed in the form.
2. In the Annual Return of FY 2022-23, the category of both the Directors were erroneously marked as "Non-Executive Director" instead of "Executive Director".
3. Form 23AC for the FY 2006-07 and FY 2007-08 were erroneously filed with incomplete attachments.
4. In the resolution for regularisation of appointment of Mr. Mahesh Gupta, the designation was erroneously written as "Independent Director" instead of "Executive Director" but it was correctly filed in the Form- DIR-12.



The table below sets forth the details with respect to additional fee paid by our Company due to late filing of certain RoC Forms:

Financial Year	Forms Name	RoC Fee (in Rs.)	Additional Fee/ Penalty (in Rs.)
2024-2025	ADT-1	600	600
2024-2025	DIR-12	600	1,200
2024-2025	DIR-12	600	1,200
2024-2025	INC-27	600	1,200
2024-2025	MGT-14	600	2,400
2024-2025	PAS-3	600	2,400
2024-2025	PAS-3	600	1,800
2024-2025	SH-7	5,25,000	15,750
2023-2024	ADT-1	600	600
2023-2024	DPT-3	600	7,200
2023-2024	ADT-1	600	600
2022-2023	ADT-1	600	600
2022-2023	AOC-4 XBRL	600	1,200
2022-2023	CRA-2	600	2,400
2021-2022	AOC-4 XBRL	600	2,100
2016-2017	AOC-4	600	3,600
2016-2017	MGT-7	600	2,400
2015-2016	AOC-4	600	2,400

Note: The above information has been presented based on the documents retrieved through online public inspection. There may be other instances where our Company paid additional fees due to late filing of statutory forms. Our Company does not possess complete statutory records, as the new management received limited records from the previous management, hence, it is not possible to precisely quantify the penalties paid on account of late filing of statutory forms.

We hereby confirm that, in the past we have not faced any legal proceedings and no penalty has been imposed on us by RoC or Ministry of Corporate Affairs (MCA) related to RoC compliances. We have filed GNL-2 dated March 28, 2025 vide SRN AB3102311 for intimating RoC of above mentioned untraceable and incorrect secretarial records. Further, we have also taken certificate dated March 28, 2025 from Srishti Goyal & Associates, Company Secretaries, for search of secretarial records and forms of the Company.

Under the circumstances elaborated above, our Company cannot assure you that the filings were made in a timely manner, or the information gathered through other available documents of our Company are correct. Also, our Company may not be in a position to attend to and / or respond appropriately to any legal matters pertaining to such period and relating to such documents which have been lost and to that extent the same may adversely affect our business operations.

While no show cause notice, no legal proceedings or regulatory action has been initiated against our Company in relation to the unavailable filings, non-filing, delayed filing and erroneous filing and statutory lapses as of the date of this Draft Red Herring Prospectus, we cannot assure you that such proceedings or regulatory actions will not be initiated against our Company in the future in relation to the missing filings and corporate records. Our Company may be required to file/ re-file the e-forms not filed/ erroneously filed, as the case may be, with late fees and penalties. The actual amount of the penalty which may be imposed or loss which may be suffered by our Company cannot be ascertained at this stage and depends on the circumstances of any potential action which may be brought against our Company. Our Company and its Directors and Key Managerial Personnel may face action against above non-filing, delayed filing or erroneous filing, which may cause a material effect on our results, operations and financial position. Our Company has appointed a Company Secretary & Compliance Officer for



statutory compliances to oversee all legal and compliance matters and will make sure to timely comply with all the requirements under the relevant laws and regulation.

13. Our Company has experienced multiple instances of minor delays in filing of returns required under the CGST Act, 2017, the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 and Employee State Insurance.

During the last Financial Years, we have had instances of delays in the payment of certain statutory dues with respect to GST, employee provident fund contributions, which have all been paid as on the date of this Draft Red Herring Prospectus. The table below sets forth the details of the statutory dues paid by us in relation to our employees for the periods indicated:

Details of delay filing of the ESI Act from F.Y. 2021 till period ended on January 2025: -

For Financial Year 2023-24					
Sr. No.	For the Month	Due Date	Deposit of ESI (Date of return filing)	No. of Days delay	Amount (in Rs.)
1.	May, 2023	15/06/2023	23/06/2023	8	5,548
2.	June, 2023	15/07/2023	27/07/2023	12	4,383
3.	February, 2024	15/03/2024	22/03/2024	7	1,997
4.	March, 2023	15/04/2024	15/05/2024	30	1,787
For Financial Year 2022-23					
Sr. No.	For the Month	Due Date	Deposit of ESI (Date of return filing)	No. of Days delay	Amount (in Rs.)
1.	July, 2022	16/08/2022	07/10/2022	52	340
2.	August, 2022	15/09/2022	07/10/2022	22	325
3.	October, 2022	15/11/2022	17/12/2022	32	1,087
4.	November, 2022	15/12/2022	17/12/2022	2	1,119
5.	January, 2023	15/02/2023	31/03/2023	44	1,645
6.	February, 2023	15/03/2023	31/03/2023	16	1,703
7.	March, 2023	15/04/2023	27/04/2023	12	1,356
For Financial Year 2021-22					
Sr. No.	For the Month	Due Date	Deposit of ESI (Date of return filing)	No. of Days delay	Amount (in Rs.)
1.	May, 2021	15/06/2021	16/06/2021	1	709
2.	July, 2021	16/08/2021	18/08/2021	2	759
3.	August, 2021	15/09/2021	18/09/2021	3	856
4.	September, 2021	15/10/2021	23/10/2021	8	755
5.	December, 2021	15/01/2022	17/01/2022	2	549
6.	January, 2022	15/02/2022	03/03/2022	16	621
7.	February, 2022	15/03/2022	17/03/2022	2	641
For Financial Year 2020-21					
Sr. No.	For the Month	Due Date	Deposit of ESI (Date of return filing)	No. of Days delay	Amount (in Rs.)
1.	April, 2020	15/05/2020	19/05/2020	4	789
2.	May, 2020	15/06/2020	26/06/2020	11	805
3.	August, 2020	15/09/2020	07/10/2020	22	1,028



4.	October, 2020	16/11/2020	18/11/2020	2	934
5.	January, 2021	15/02/2021	16/02/2021	1	778
6.	March, 2021	15/04/2021	19/04/2021	4	967

Details of delay filing of the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 from F.Y. 2021 till period ended on January 2025: -

For Financial Year 2023-24					
Sr. No.	For the Month	Due Date	Deposit of PF (Date of return filing)	No. of Days delay	Amount (in Rs.)
1.	May, 2023	15/06/2023	23/06/2023	8	2,750
2.	June, 2023	15/07/2023	27/07/2023	12	2,587
3.	December, 2023	15/01/2024	16/01/2024	1	2,783
4.	February, 2024	15/03/2024	22/03/2024	7	2,940
5.	March, 2024	15/04/2024	15/05/2024	30	2,239
For Financial Year 2022-23					
Sr. No.	For the Month	Due Date	Deposit of PF (Date of return filing)	No. of Days delay	Amount (in Rs.)
1.	July, 2022	16/08/2022	08/10/2022	53	1,800
2.	October, 2022	15/11/2022	12/01/2023	58	1,162
3.	November, 2022	15/12/2022	12/01/2023	28	1,200
4.	January, 2023	15/02/2023	31/03/2023	44	929
5.	February, 2023	15/03/2023	31/03/2023	16	986
6.	March, 2023	15/04/2023	27/04/2023	12	890
For Financial Year 2021-22					
Sr. No.	For the Month	Due Date	Deposit of PF (Date of return filing)	No. of Days delay	Amount (in Rs.)
1.	April, 2021	15/05/2021	19/05/2021	5	7,833
2.	May, 2021	15/06/2021	19/06/2021	4	3,254
3.	June, 2021	15/07/2021	17/07/2021	2	3,899
4.	July, 2021	16/08/2021	18/08/2021	2	4,470
5.	August, 2021	15/09/2021	18/09/2021	3	3,304
6.	September, 2021	15/10/2021	23/10/2021	8	4,529
7.	October, 2021	15/11/2021	22/11/2021	7	4,421
8.	December, 2021	15/01/2022	17/01/2022	2	4,254
9.	January, 2022	15/02/2022	03/03/2022	16	2,909
10.	February, 2022	15/03/2022	17/03/2022	2	2,984
11.	March, 2022	15/04/2022	19/04/2022	4	2,675
For Financial Year 2020-21					
Sr. No.	For the Month	Due Date	Deposit of PF (Date of return filing)	No. of Days delay	Amount (in Rs.)
1.	April, 2020	15/05/2020	19/05/2020	4	6,239
2.	May, 2020	15/06/2020	26/06/2020	11	6,248
3.	August, 2020	15/09/2020	07/10/2020	22	6,126
4.	October, 2020	16/11/2020	18/11/2020	2	5,693



5.	December, 2020	15/01/2021	22/01/2021	7	7,507
6.	January, 2021	15/02/2021	18/02/2021	3	6,330
7.	March, 2021	15/04/2021	19/04/2021	4	8,219

Delays under GST Act regarding GSTR 3B and GSTR1 from F.Y. 2021 till period ended on January 2025:

For Financial Year 2022-23							
Sr. No.	For the Month	Due Date	Deposit of PF (Date of return filing)	No. of Days delay	Amount Involved (Rs. in lakhs)	Interest (in Rs.)	Late Fee (in Rs.)
1.	April, 2022	20/05/2022	06/06/2022	17	123.82	17970	650
2.	June, 2022	20/07/2022	11/08/2022	22	123.82	20251	1100
For Financial Year 2021-22							
Sr. No.	For the Month	Due Date	Deposit of PF (Date of return filing)	No. of Days delay	Amount Involved (Rs. in lakhs)	Interest (in Rs.)	Late Fee (in Rs.)
1.	April, 2021	20/05/2021	31/05/2021	11	126.25	2,500	0
2.	May, 2021	20/06/2021	03/07/2021	13	95.29	20,600	0
3.	June, 2021	20/07/2021	12/08/2021	23	116.84	0	1150
4.	August, 2021	20/09/2021	08/10/2021	18	214.23	21,200	900
5.	September, 2021	20/10/2021	10/11/2021	21	204.03	37,200	1050
6.	January, 2022	20/02/2022	22/02/2022	2	83.96	0	100
7.	March, 2022	20/04/2022	10/05/2022	20	96.18	46,084	1000

These delays were primarily due to the administrative and technical errors. We have since taken steps such as channelling more resources towards improving our administrative systems and training our staff to rectify such delays. However, there can be no assurance that such delays may not arise in the future. This may lead to financial penalties from respective government authorities. While we have been required to make payment of fines/penalties for delays in payment of such statutory dues, wherever applicable, these have not been material in nature. However, we cannot assure you that we will not be subject to such penalties and fines in the future which may have a material adverse impact on our financial condition and cash flows.

14. Company has lodged the Insurance claim in past. Our insurance coverage may not be adequate to protect us against all material risks.

Our principal type of insurance coverage includes amongst others, insurance against burglary of all kinds of stocks, risk of fire, material damage to electronic equipment, breakdown of machinery. For details of our insurance policies, refer to the chapter titled “Our Business- Insurance” on page 170.

The nature of our business involves operating heavy machinery which may breakdown and result is loss of component of machinery which is beyond repair. To compensate Company from such breakdown, our Company has taken insurance from ICICI Lombard General Insurance Company Limited proving sum insured up to Rs. 164.80 lakhs.

As on the date of this Draft Red herring prospectus, our Company received Rs. 2,11,242 as against claim of Rs. 6,00,000 as shown in the table below.

Date of receipt of Claim	Amount Received (in Rs.)	Claim Applied for (in Rs.)
August 14, 2024	1,02,588	1,00,000



September 17, 2024	64,070	2,00,000
October 25, 2024	44,584	3,00,000
Total	2,11,242	6,00,000

We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at an acceptable cost, or at all.

To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our business, results of operations, cash flows and financial condition could be adversely affected.

15. Our Company may face liquidity issue as its current ratio had been less than 2, if we fail to realise money from our debtors.

Our Company current ratio for the period ended September 30, 2024 and Fiscal 2024, Fiscal 2023, Fiscal 2022 was 0.93, 1.09, 0.87 and 0.81 respectively. The current ratio is a financial metric that measures a company's ability to meet its short-term liabilities with its short-term assets. Generally, current ratio more than is considered healthy. If our debtors fail to pay dues on time, we may lead to financial strain and may push Company to raise additional borrowing from financial institutions or directors to honour short term commitments. The Company may face difficulty to raise funds through borrowing or may have to raise fund at high cost, adversely affecting the financial position.

The below table shows the calculation of current ratio for the Fiscal 2024, Fiscal 2023, Fiscal 2022 and for the period ended on September 30, 2024:

(Rs. in Lakhs)

Particulars	For the period ended on September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
CURRENT ASSETS				
Trade Receivables	1,864.44	833.42	1,125.80	600.29
Inventories	3,672.37	2,692.47	1,232.96	834.15
Loans & Advances	120.75	367.84	29.46	75.92
Other Current Assets	222.96	39.40	47.36	141.92
Cash and Cash Equivalents	17.29	48.69	33.86	31.29
Total Current Assets-A	5,897.81	3,981.82	2,469.44	1,683.57
CURRENT LIABILITIES				
Borrowings	1,690.10	1,107.84	1,124.26	822.23
Trade Payables	3,565.96	1,751.94	1,554.61	789.97
Other Current Liabilities	850.21	700.68	172.05	454.74
Short Term Provisions	239.95	96.05	0.16	0.23
Total Current Liabilities-B	6,346.22	3,656.51	2,851.08	2,067.17
Current Ratio-C= A/B	0.93	1.09	0.87	0.81



As shown in the above table, the Company has made gradual improvement in the liquidity position in the and is in the path of financial discipline. Our Company, under the new management has improved the financial position of the Company. Also, the funds to be raised through the Initial Public Offer would help our Company to improve liquidity position and helps to strengthen our balance sheet. Our Company has never faced liquidity challenge in the past, however no assurance can be given for the future.

16. Our Company's debt to equity ratio was more than 2 and had negative net worth in the past.

Our Company's financial position was not in good shape as in Fiscal 2022, our Company Net Worth was negative i.e. Rs. (135.46) lakhs owing to losses amounting to Rs. (597.01) lakhs. Also, debt to equity ratio for the period ended September 30, 2024, Fiscal 2024, Fiscal 2023, Fiscal 2022 and was 1.05, 0.79, 9.80 and (7.01) respectively. Generally, debt to equity less than 2 is considered healthy. Our Company financial position under old management was not in good shape, who transferred the control to the new management following the execution of an agreement on July 29, 2022. Since then, under new management have made significant improvement in operation which has led to improvement in financial position.

Below table shows calculation of Net Worth for the period ended on September 30, 2024 and for the Fiscal 2024, Fiscal 2023, Fiscal 2022.

(Rs. in Lakhs)

Particulars	For the period ended on September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Share Capital	496.61	165.54	80.09	80.09
Reserve & Surplus	1,589.88	1,501.40	73.60	(215.55)
Net Worth	2,086.49	1,666.94	153.69	(135.46)

Below table shows calculation of Debt to Equity for the period ended on September 30, 2024 and for the Fiscal 2024, Fiscal 2023, Fiscal 2022.

(Rs. in Lakhs)

Particulars	For the period ended on September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Total Borrowing (Short Term Borrowing + Long Term Borrowing) – A	2,189.77	1,309.07	1,505.83	949.70
Equity (Share Capital + Reserves and Surplus) – B	2,086.49	1,666.94	153.69	(135.46)
Debt to Equity – C= A / B	1.05	0.79	9.80	(7.01)

Our Company has made gradual improvement in the financial position. Under current management our Company financial position improved mainly due to financial support and expertise of current management. The major reasons which led to the improvement in the financial position of the Company, mainly due to following reasons:

- The Current Promoters & others extended unsecured loan to our Company for working capital requirements amounting to Rs. 8,54,48,000, which was converted to 8,54,480 Equity Shares of face value Rs. 10 each & premium of Rs. 90 each. The conversion of loan to equity helped our Company to improve balance sheet position.
- The revenue from operations increased from Rs. 8,095.98 lakhs in Fiscal 2022 to Rs. 16,803.79 lakhs in Fiscal 2024, growing at a compounded rate of 27.56% between Fiscal 2022 and Fiscal 2024. In the same period the profit after tax grew from a loss Rs. 597.01 lakhs to a profit of Rs. 658.77 lakhs.
- In the past three Fiscal our Company underwent from major technological transformation and have made capital investment in Property, Plant and Equipment (PPE), amounting to Rs. 37.85 lakhs in Fiscal 2022, Rs. 644.21 lakhs in Fiscal 2023 and Rs. 767.73 lakhs in Fiscal 2024. Further for the period ended September 30, 2024, our Company



has invested Rs. 1,350.72 lakhs in Capital Work in progress towards setting up of rolling mill, solidifying the technological upgradation and operational efficiency.

Our Current management effort toward improving operational efficiency and financial support have helped our Company to transform technologically and financially. The renewed focus of our promoters on financial discipline and quality have reinvigorated Company state of affairs. However, it does not immune our Company from external and internal risks. The success of our Company greatly depends on the successful implementation of the growth strategies and external factors such as cost of raw materials, government policies, availability of skilled and unskilled workforce, economic growth etc.

17. 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 are exposed to counter party credit risk in the usual course of our business due to the nature of inherent risks involved in, dealings and arrangements with our customers who may delay or fail to make payments or perform other contractual obligations. The majority of our sales are to customers on an open credit basis, with standard payment terms of generally between 10 to 30 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 customer's financial condition and payment history, we may 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.

We have and may continue to have, high levels of outstanding receivables. For the period ended on September 30, 2024 and for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022, our trade receivables were Rs. 1,864.44 Lakhs, Rs. 833.42 Lakhs, Rs. 1,125.80 Lakhs and Rs. 600.29 Lakhs, respectively. Set forth below are details relating to holding levels of our trade payables, trade receivables, inventory turnover and working capital cycle, for the periods indicated.

Particulars	Number of days for			
	For the period ended on September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Trade receivables days	32	18	33	27
Inventory turnover days	64	58	36	38
Trade payables days	72	45	52	38
Working capital days	24	52	41	27

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

Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our customers, and as a result could cause customers to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements, or default on their payment obligations to us. An increase in bad debts or in defaults by our customers, may compel us to utilize greater amounts of our operating working capital and result in increased interest costs, thereby adversely affecting our business, results of operations, cash flows and financial condition.

18. We are dependent on third-party transportation providers for the supply of raw materials and delivery of our finished products.

The Company owns one truck which is majorly used for transportation of finished goods to our customers. However, our Company is also dependent on third party transportation providers. Our success depends on the supply and transport of the various raw materials required for our manufacturing facility and of our finished products from our manufacturing facility to our customers, which are subject to various uncertainties and risks.



Our Company do not completely depend on our own transportation facility and are majorly dependent on third-party transportation providers for the delivery of our products. In case transportation restrictions, if any, could have an adverse effect on supplies and deliveries to and from our customers and suppliers. In addition, raw materials and finished products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third-party transportation providers. This could require us to expend considerable resources in addressing our distribution requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations, or passing these charges on to our customers, which could adversely affect demand for our products.

19. We are dependent on a number of key personnel, including our senior management, and the loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.

Our performance is highly dependent on our senior management and other key personnel to maintain our strategic direction, manage our current operations and meet future business challenges that may also arise in relation to our business. The loss of, or inability to attract or retain, such persons could materially and adversely affect our business and financial results. In particular, the expertise, experience and services of Mr. Prayank Gupta our Promoter & Managing Director and Mr. Mahesh Gupta our Chairman & Whole Time Director, including our key management personnel who helps us to execute our growth strategy, have been integral to our business. For details in relation to the experience of our key management personnel, please refer to the chapter titled “*Our Management*” beginning on page 199. If one or more of these key management personnel are unwilling or unable to continue in their present positions, we may not be able to replace them with persons of comparable skill and expertise promptly or at all, which could have a material adverse effect on our business, financial results and prospects.

20. Majority of our Independent Directors do not have qualification related to the business of our Company.

Our Independent Directors in our Board possess good qualification and experience but not related to our business.

Sr. No.	Name	Qualification
1.	Kapil Khera	Bachelor of Commerce and Bachelor of Legislative Law.
2.	Mala Poddar	Company Secretary and Commerce Graduate.
3.	Punit Kumar Rastogi	Chartered Accountant and Commerce Graduate.

For further details in respect of profile, kindly refer “Brief Biographies of Directors” beginning on page 201.

Accordingly, our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the any negligence accrued in corporate governance due to lack of experience and qualification related to the business of our Company by these Independent Directors.

21. Our Key Managerial Personnel i.e. Company Secretary and Compliance Officer and Chief Financial Officer possess less than one year and has joined Company in recent past.

Our Company Secretary and Compliance Officer, Mr. Dishant Khanna has less than one year of experience as a qualified company secretary and has joined company on August 19, 2024. Similarly, our Chief Financial Officer Mr. Abhishek Sehgal has less than one year of experience as a qualified chartered accountant and has joined Company on December 13, 2024.

Though both our Company Secretary & Compliance Officer and Chief Financial Officer is highly trained in their respective domain, any negligence or inability to foresee and tackle challenges, may lead to non-compliance of any statutory requirement and may lead to penalty which may affect company financially and impair reputation.



22. A shortage or non-availability of electricity or water or fuel may affect our manufacturing operations and have an adverse effect on our business, results of operations and financial condition.

Our manufacturing operations require uninterrupted supply of electricity and water and any shortage or non-availability may adversely affect our operations. We consume a substantial amount of power and fuel for our business operations. Our power requirements are met from Punjab State Power Corporation Limited, for our manufacturing facility and registered office, we have been sanctioned 3,300 kw for running our manufacturing facility. Our Company has installed diesel generator of 125 KVA to support any contingency of power failure. Our Company has dedicated power line from the Punjab State Power Corporation Limited to the Company Factory and has installed three transformers of 3500 KVA, 1600 KVA and 300 KVA, this gives higher assurance to the uninterrupted power supply. Our Company has never experienced power outage in the past due to the dedicated power line for which our Company has given the security amount to Rs. 107.58 lakhs with the PSPCL as on September 30, 2024.

The shortage or non-availability of electrical power or water or fuel may adversely affect our manufacturing process and have an adverse impact on our results of operations and financial condition. Currently, we source our power requirements from the state electricity board. There can be no assurance that electricity supplied will be sufficient to meet our requirements or that we will be able to procure adequate and interrupted power supply in the future at a reasonable cost. If the supply of electricity is not available for any reason, we will need to rely on alternative sources since our machinery requires continuous supply of electricity. Any failure on our part to obtain alternate sources of electricity, in a timely manner, and at an acceptable cost, may have an adverse effect on our business, results of operations, cash flows and financial condition.

23. Some of our Certificates, Registrations and Licences are in erstwhile name.

Some of our certificates, licenses, registrations, or other relevant documents are presently retained under its former name. However, our Company is in the process to diligently change the name on its certificates by submitting the application to effectuate the registration of these documents under its updated name. Our Company does not foresee any challenge or hurdle in conducting its operation in the absence of the certificates, licenses, registrations, or other relevant documents in Company current name as they are in erstwhile name “Bedi Steels Private Limited” and are subject to revision to “Bedi Steels Limited”.

24. Our operations are subject to environmental, health and safety laws and regulations.

Our operations are subject to various Central and State environmental laws and regulations relating to the control of pollution in the area where we operate. We have adequate environment related approvals from Punjab Pollution Control Board. For detail kindly refer chapter titled “Government and Other Statutory Approvals” beginning on page 280. As on the date of this Draft Red Herring Prospectus, our Company is engaged in manufacturing ingots which involves melting of steel and other metal which results in formation of smoke which contain impurities such as sulphur oxide and metal dust which are hazardous for the environment. Our Company has installed chimney of 60 feet which absorb harmful impurities from the smoke and release clean smoke to the environment. Our Company being the emitter of smoke and engaged in generation, storage and disposal of hazardous wastes, is subjected to continuous monitoring from the Pollution Board for ensuring adherence of environmental laws and regulation.

In the past our Company has never been penalised for not adhering to the environmental laws and has been proactive in complying the same. However, there can be no assurance that compliance with such environmental laws and regulations will not result in a curtailment of operations, or a material increase in the costs of operations, or otherwise have a material adverse effect on the financial condition and results of our operations. Environmental laws and regulations in India have been increasing in stringency and it is possible that they will become significantly more stringent in the future. Stricter laws and regulations, or stricter interpretation of the existing laws and regulations, may impose new liabilities on us or result in the need for additional investment in pollution control equipment, either of which could adversely affect our business, financial condition or prospects. While as



of the date of this Draft Red Herring Prospectus, we are not subject to any environmental legal proceedings, we may be impleaded in such legal proceedings in the course of our business. Such legal proceedings could divert management time, attention and consume financial resources in defence or prosecution of such legal proceedings or cause delays in the production, development or commencement of operations of our projects. No assurance can be given that we will be successful in all, or any, of such proceedings.

25. Some of our borrowings carry restrictive covenants or conditions and could affect our ability to manage our business operations.

Our borrowings from bank i.e. CSB Bank Limited and Bank of Maharashtra have certain conditions which could affect our operational flexibilities such as:

- The company would have to obtain prior permission of bank for availing credit facilities with another bank.
- The company would have to take prior permission for making any adverse changes in its capital structure.
- Implement any scheme of amalgamation, merger or such restructuring.
- Implement any scheme of expansion or diversification or capital expenditure except normal activities indicated in fund flow statements submitted to bank.
- Make any drastic changes in its management set ups.

Further, we have received NoC from following Bankers to our Company:

Name of the Bank/Lender	Date of NoC
CSB Bank Limited	December 20, 2024
Bank of Maharashtra	December 20, 2024

Our inability to meet these conditions or ensure that compliance of these conditions may hamper the operational flexibility needed from time to time that could materially adversely affect our results of operations and financial conditions.

26. Our Promoters, Directors and Group Entity have provided personal guarantees for our borrowings to secure our loans. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the revocation of all or any of the personal guarantees provided by our Promoters, Directors and Group Entity in connection with our Company's borrowings.

Our Promoters, Directors and Group Entity have provided personal guarantees for our borrowings to secure our loans as disclosed below:

Sr. No.	Bank Name	Guarantee
1.	CSB Bank Limited	Personal Guarantee by Mr. Prayank Gupta, our Promoter and Managing Director
		Personal Guarantee by Mr. Mahesh Gupta, our Promoter, Chairman & Whole-Time Director.
		Personal Guarantee by Mrs. Khushboo Gupta, our Promoter and Director.
		Personal Guarantee by Mrs. Sarita Gupta, our Promoter.
2.	Bank of Maharashtra	Personal Guarantee by M/s K. K. Alloys, our Group Entity.
		Personal Guarantee by Mr. Prayank Gupta, our Promoter and Managing Director
		Personal Guarantee by Mr. Mahesh Gupta, our Promoter, Chairman & Whole-Time Director.
		Personal Guarantee by Mrs. Khushboo Gupta, our Promoter and Director.

If any of these guarantees are revoked, our lenders may require alternative guarantees or collateral or cancellation of such facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, financial condition,



results of operations, cash flows and prospects may be adversely affected by the revocation of all or any of the personal guarantees provided by our Promoters, Directors and Group Entity in connection with our Company's borrowings.

27. In addition to normal remuneration, other benefits and reimbursement of expenses of some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.

Some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding, loan, commission & dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our directors including our promoters will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

28. Any negative publicity or defect in product quality may cause our Company substantial costs which in turn could adversely affect our goodwill and our sales could be diminished.

Our Company has been engaged in manufacturing Steel and Alloy Ingots since incorporation in the year 1990. Since then, our Company has built its name for quality and trust. Our Company manufacture alloy ingots which require mixing different metal in a desired composition, any change in the composition would alter the physical and chemical properties and hence its utility. It is important for our Company to manufacture ingots having right composition of different metals, any deviation in the composition may render the final product useless to our customer and may result in discarding our product.

Our business, like any other, heavily depends on the quality of our products, playing a pivotal role in establishing trust with our customers. Maintaining a positive company image is paramount in this context. Unfavourable publicity, whether concerning our company, brand, provided facilities, or unexpected events, has the potential to impact our reputation and operational results. While we strive to uphold quality standards, ensuring the uniform quality of all our products cannot be guaranteed. Any deviation in quality may adversely affect the value of our brand, potentially leading to reduced sales if associated with negative publicity.

29. Any failure to protect or enforce our rights to own or use our trademark could have an adverse effect on our business and competitive position.

As on the date of this Draft Red Herring Prospectus, our application for our logo as a trademark are under process and the current status of our trademark application is 'Formalities Check Pass'. While the third party has expressed a willingness to explore a settlement, there is no assurance that a favourable resolution will be reached. If the opposition is not settled or is upheld, we may be required to alter or abandon the use of our current logo, potentially incurring significant costs related to rebranding and risking the loss of brand recognition. Further, we have also applied for registration one trademarks, under the Trademark Act, 1999 which are:



Sr. No.	Trademark Certificate No.	Issuing Authority	Description of Goods and Services	Class	Status	Trademark
1.	11380674	Registrar of Trade Marks	TMT Bars, Angles, Beams, Joists, Channels, Girders, Rounds, Squares & Structural Steel, product made of Ferrous and Non-Ferrous metals	6	Application Pending for Registration	

Further, if we do not maintain our brand identity, which is an important factor that differentiates us from our competitors, we may not be able to maintain our competitive edge. If we are unable to compete successfully, we could lose our customers, which would negatively affect our financial performance and profitability. Moreover, our ability to protect, enforce or utilize our brand is subject to risks, including general litigation risks. Furthermore, we cannot assure you that our brand will not be adversely affected in the future by actions that are beyond our control, including customer complaints or adverse publicity from any other source. Any damage to our brand identity, if not immediately and sufficiently remedied, could have an adverse effect on our business and competitive position.

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

30. Our business is dependent on our manufacturing facility and we are subject to certain risks in our manufacturing process. Any slowdown or shutdown in our manufacturing operations or under-utilization of our manufacturing facility could have an adverse effect on our business, operations and financial condition.

As on the date of this Draft Red Herring Prospectus, we conducted our operations through our manufacturing facility, details as under:

Manufacturing Facility	Address
Doraha	G.T. Road, Doraha, Ludhiana -141421, Punjab, India

Our business is dependent upon our ability to manage our manufacturing facilities, which are subject to various operating risks, including those beyond our control, such as the breakdown and failure of equipment or industrial accidents and severe weather conditions and natural disasters. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair malfunctioning machinery in a timely manner or at all, our operations may need to be suspended until we procure machinery to replace the same. In addition, we may be required to carry out planned shutdowns of our facilities for maintenance, statutory inspections and testing, or may shut down certain facilities for capacity expansion and equipment upgrades. We may also face protests from local citizens at our existing facilities or while setting up new facilities, which may delay or halt our operations.

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



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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we are not permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, please refer to the chapter titled “Dividend Policy” beginning on page 226.

32. The requirements of being a publicly listed company may strain our resources.

We are not a publicly listed company and have not, historically, been subjected to the compliance requirement or the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations, which will require us to file audited annual and unaudited half yearly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies.

Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management’s attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

33. Changes in latest technology or requirement of machinery based on business opportunity may adversely affect our Company’s results of operations and its financial condition.

Modernization and technology upgradation are essential to reduce costs and increase the output. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments. Presently, we are using the machinery as per the best of our knowledge. However, in future we may be required to implement new technology or upgrade the machinery and other equipment’s employed by us. Further, the costs in upgrading our technology and modernizing the machinery may be significant which could substantially affect our finances and operations. Also, the cost of implementing new process would require substantial new capital expenditures and could adversely affect our business, prospects, results of operations and financial condition.

34. We face competition in our business from domestic competitors. Such competition would have an adverse impact on our business and financial performance.

The industry, in which we are operating, is highly and increasingly competitive and our results of operations and financial condition are sensitive to, and may be materially adversely affected by, competitive pricing and other factors. Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to



grow our market share, any of which could substantially harm our business and results of operations. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

35. *We are subject to risk of fraud, theft, embezzlement by our employees, contractors and customers, employee negligence or similar incidents may adversely affect our results of operations and financial condition.*

Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during stocking. We may also encounter some inventory loss on account of employee/vendor fraud, theft, embezzlement and general administrative error. Although, we have set up various security measures, including CCTV in our offices, deployment of security guards and follow stringent operational processes such as periodic stock tracking, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

36. *The average cost of acquisition of Equity Shares by our Promoters is lower than the floor price.*

Our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Floor Price of the Price Band as may be decided by the Company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter titled “Capital Structure” beginning on page 75.

37. *Our lender has charge over our immovable property and stocks in respect of finance availed by us.*

We have secured our lender by creating a charge over our immovable property and stocks in respect of loans / facilities availed by us. We have been extended Working Capital loan (Fund Based and Non- Fund Based Limits) from Federal Bank Limited respectively against hypothecation of our Company’s property. For further details, please refer to section titled “Financial Indebtedness” beginning on page 228.

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

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only if Issue size exceeds Rs. 5,000.00 Lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, as per the Section 177 of the Companies Act, 2013, the Audit Committee of our Company would be monitoring the utilization of the Issue Proceeds.

39. *Applicants to this Issue are not allowed to withdraw their Applications after the Bid/Issue Closing Date.*

In terms of the SEBI (ICDR) Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Bid/Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant’s demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant’s decision to invest in the Equity Shares, would not arise between the Bid/Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Bid/Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Bid/Issue Closing Date, the shareholder will be required to purchase Equity Shares at a price that will be higher



than the actual market price of the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

40. The determination of the Issue Price is based on various factors and assumptions and the Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.

The determination of the Issue Price is based on various factors and assumptions and will be determined by our Company and the Book Running Lead Manager. These will be based on numerous factors, including market demand and factors as described under the chapter titled "*Basis for Issue Price*" beginning on page 106 and may not be indicative of the market price for the Equity Shares after the Issue.

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

Our Promoters and Promoters Group will continue to own a majority of our Equity Shares i.e., approximately [●] % of the total post-issue paid up capital. 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 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. In addition, for so long as the Promoter Group continues to exercise significant control over the Company, they may influence the material policies of the Company in a manner that could conflict with the interests of our other shareholders.

The Promoters Group may have interests that are averse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

42. Industry information included in this Draft Red Herring Prospectus has been derived from the Industry Analysis of the Alloy / Stainless Steel Industry ("D&B Report", which was prepared by Dun & Bradstreet ("Dun & Bradstreet") and exclusively commissioned and paid for by our Company for the purposes of the Issue, and any reliance on information from the Report for making an investment decision in the Issue is subject to inherent risks.

Certain sections of this Draft Red Herring Prospectus include information that is based on or derived from the Industry Analysis of the Alloy / Stainless Steel Industry Report, which was prepared by Dun & Bradstreet ("Dun & Bradstreet") and exclusively commissioned and paid for by our Company for the purposes of the Issue pursuant to an engagement letter dated October 09, 2024. Dun & Bradstreet is not related to our Company, its Group Entity, our Promoters, our Directors and the Book Running Lead Manager.

The D&B Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Statements in the D&B Report that involve estimates are subject to change, and actual amounts may differ materially from those included therein. The D&B Report uses certain selected methodologies for market sizing and forecasting and, accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. The D&B Report is not a recommendation to invest / disinvest in any company covered in the D&B Report. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information.

In view of the foregoing, you should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the D&B Report before making any investment decision regarding the Issue. Also, please refer to the chapters titled "Certain Conventions, Use of



Financial Information and Market Data and Currency of Presentation—Industry and Market Data” and “Our Industry” beginning on pages 16 and 119, respectively.

External Risk Factors

43. Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.

The Indian economy and its capital markets are influenced by economic, political and market conditions in India and globally *inter-alia* the volatility in the securities markets in other countries. We are dependent on prevailing economic conditions in India and our results of operations are affected by factors influencing the Indian economy. Further, the following external risks may have an adverse impact on our business and results of operations, should any of them materialize:

- increase in interest rates may adversely affect our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;
- downgrade of India’s sovereign debt rating by an independent agency;
- political instability, resulting from a change in governmental or economic and fiscal policies, may adversely affect economic conditions in India. In recent years, India has implemented various economic and political reforms. Reforms in relation to land acquisition policies and trade barriers have led to increased incidents of social unrest in India over which we have no control;
- India has experienced epidemics and natural calamities such as earthquakes, tsunamis, floods, and drought in recent years;
- contagious diseases such as the COVID-19 pandemic, the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine. A worsening of the current COVID-19 pandemic or any similar future outbreaks of COVID-19, avian or swine influenza or a similar contagious disease could adversely affect the Indian economy and economic activity in the region.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares. Our performance and the growth of our business depend on the overall performance of the Indian economy as well as the economies of the regional markets in which we operate.

Further, conditions outside India, such as slowdowns in the economic growth of other countries, could have an impact on the growth of the Indian economy and governmental policy may change in response to such conditions. The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States, Europe or China or Asian emerging market countries, may have an impact on the Indian economy. Although economic conditions differ in each country, investors’ reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss of investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets, and could have an adverse effect on our business, financial condition and results of operations and the price of the Equity Shares.

44. The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability



which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

45. Investors may not be able to enforce a judgment of a foreign court against our Company outside India.

Our Company is incorporated under the laws of India. Our Company's assets are located in India and all of our Company's Directors and Key Managerial Personnel are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India. Moreover, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damage as excessive or inconsistent with Indian public policy.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, which includes, the United Kingdom, Singapore and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the Civil Code. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in a non-reciprocating territory, such as the United States, for civil liability, whether or not predicated solely upon the general securities laws of the United States, would not be enforceable in India under the Civil Code as a decree of an Indian court.

The United Kingdom, Singapore and Hong Kong have been declared by the Government of India to be reciprocating territories for purposes of Section 44A of the Civil Code. A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit on the judgment under Section 13 of the Civil Code, and not by proceedings in execution. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated on except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the Civil Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court.

However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action is brought in India. Moreover, it is unlikely that an Indian court would award damages to the extent awarded in a final judgment rendered outside India if it believes that the amount of damage awarded were excessive or inconsistent with Indian practice. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered.



46. Significant differences exist between Accounting Standards (“AS”) and other accounting principles, such as the Generally accepted accounting principles of the United States of America (“US GAAP”) and the International Financial Reporting Standards (“IFRS”), which may be material to investors’ assessments of our financial condition.

The financial statements included in this Draft Red Herring Prospectus have been prepared in accordance with Accounting Standards. We have not attempted to quantify the impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from AS. Accordingly, the degree to which the Ind AS financial statements, which are restated as per the SEBI ICDR Regulations included in this Draft Red Herring Prospectus, shall 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 Draft Red Herring Prospectus should be limited accordingly.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. The Income Tax Act levies taxes on such long-term capital gains exceeding ₹100,000 arising from sale of equity shares on or after April 01, 2018, while continuing to exempt the unrealised capital gains earned up to January 31, 2018 on such equity shares subject to specific conditions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of a securities transaction tax (“STT”), on the sale of any Equity Shares held for more than 12 months. STT shall be levied on and collected by an Indian stock exchange on which the Equity Shares are sold.

Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less shall be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares shall be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

The Finance Act, 2019, had clarified that in the absence of a specific provision under an agreement, the buyer shall be liable to pay stamp duty in case of sale of securities through stock exchanges, and the transferor shall be liable to pay stamp duty in case of transfer for consideration through a depository. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These provisions have been notified with effect from July 01, 2020. The Government of India had announced the union budget for financial year 2022 and the Finance Act, 2021 received assent from the President of India on March 28, 2021 and was made effective from April 01, 2021. There is no certainty on the impact that the Finance Act, 2021 may have on our business and operations or in the industry we operate in.

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

The Competition Act, 2002, as amended (“Competition Act”), regulates practices having an appreciable adverse effect on competition in the relevant market in India and was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India (“CCI”) to prevent such practices. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and results in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly: (i) involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services; (ii) shares the market or source of production or provision of services by way of allocation of geographical area, type of goods or services or number of customers in the relevant market; or (iii) directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits



abuse of a dominant position by any enterprise. On March 04, 2011, the GoI notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 01, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among others, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India. Further, the CCI, has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. Further, if it is proved that any contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and may be punished. It is unclear as to how the Competition Act and the CCI shall affect the business environment in India.

In the event that we enter into any agreements or transactions that are held to have an appreciable adverse effect on competition in the relevant market in India, the provisions of the Competition Act shall be applicable. Any prohibition or substantial penalties levied under the Competition Act in addition to any enforcement proceedings initiated by CCI for alleged violation of provisions of the Competition Act may materially and adversely affect our financial condition, cash flows and results of operations. Consequently, all agreements entered into by us may be subject to the provisions of the Competition Act and we are unable to predict the impact of the provisions of the Competition Act on such agreements. We cannot assure you that we shall be able to obtain approval for any future acquisitions on satisfactory terms, or at all. If we are affected directly or indirectly by the application or interpretation of any provision of the Competition Act or any proceedings initiated by the CCI or any other relevant authority (or any other claim by any other party under the Competition Act) or any adverse publicity that may be generated due to scrutiny or prosecution under the Competition Act, including by way of financial penalties, our reputation may also be materially and adversely affected. We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or the agreements entered into by us.

49. Rights of shareholders under Indian laws may differ to those under the laws of other jurisdictions.

Indian legal principles related to 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 including in relation to class actions, under Indian law may not be similar to the shareholders' rights under the laws of other countries or jurisdictions.

Risks Related to the Issue

50. The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop.

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares shall develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a book building process and shall be based on numerous factors, as described in the section titled "*Basis for Issue Price*" beginning on page 106. This price may not necessarily be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. You may not be able to resell your Equity Shares at or above the Issue Price and may as a result lose all or part of your investment.

Our Equity Shares are expected to trade on BSE after the Issue, but there can be no assurance that active trading in our Equity Shares shall develop after the Issue, or if such trading develops that it shall continue. The Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.



There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Issue may be subject to significant fluctuations as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- Our financial condition, results of operations and cash flows;
- The history and prospects for our business;
- An assessment of our management, our past and present operations and the prospects for as well as timing of our future revenues and cost structures;
- The valuation of publicly traded companies that are engaged in business activities similar to ours;
- Quarterly variations in our results of operations;
- Results of operations that vary from the expectations of securities analysts and investors;
- Results of operations that vary from those of our competitors;
- Changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- A change in research analysts' recommendations;
- Announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations or capital commitments;
- Announcements of significant claims or proceedings against us;
- New laws and government regulations that directly or indirectly affecting our business;
- Additions or departures of Key Management Personnel changes in the interest rates;
- Fluctuations in stock market prices and volume;
- General economic conditions.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in our Equity Shares may experience a decrease in the value of our Equity Shares regardless of our financial performance or prospects. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

51. The Equity Shares subscribed in this Issue may not be able to be immediately sold on any Indian Stock Exchange.

The Equity Shares shall be listed on the Stock Exchange. Pursuant to the applicable Indian laws and practice, permission for listing of the Equity Shares shall not be granted till the Equity Shares in this Issue have been issued and allotted and all relevant documents are submitted to the Stock Exchange. Further, certain actions must be completed prior to the commencement of listing and trading of the Equity Shares such as the Investor's book entry or 'demat' accounts with the depository participants in India, expected to be credited within one Working Day of the date on which the Basis of Allotment is finalised with the Designated Stock Exchange. In addition, the Allotment of Equity Shares in the Issue and the credit of such Equity Shares to the applicant's demat account with the depository participant could take approximately two Working Days from the Bid/Issue Closing Date and trading in Equity Shares upon receipt of listing and trading approval from the Stock Exchange, trading of Equity Shares is expected to commence within three Working Days from Bid/ Issue Closing Date. Any failure or delay in obtaining the approval or otherwise commence trading in Equity Shares would restrict your ability to dispose of your Equity Shares. There can be no assurance you that the Equity Shares shall be credited to investor's demat accounts or that trading in the Equity Shares shall commence in a timely manner (as specified herein) or at all. We could also be required to pay interest at the applicable rates if the allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.



52. Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by us may dilute your shareholding and the sale of Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options under an employee benefit scheme may lead to dilution of your shareholding in our Company. Any future equity issuances by us (including under an employee benefit scheme) or disposal of our Equity Shares by the Promoters or any of our other principal shareholders or any other change in our shareholding structure to comply with the minimum public shareholding norms applicable to listed companies in India or any public perception regarding such issuance or sales may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our equity shares or incurring additional debt.

Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 75, there can be no assurance that we shall not issue further Equity Shares or that our existing shareholders including our Promoters shall not dispose of further Equity Shares after the completion of the Issue (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder’s investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Issue Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. The Income Tax Act levies taxes on such long-term capital gains exceeding Rs. 1,00,000 arising from sale of equity shares on or after April 01, 2018, while continuing to exempt the unrealised capital gains earned up to January 31, 2018 on such equity shares subject to specific conditions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of a securities transaction tax (“STT”), on the sale of any Equity Shares held for more than 12 months. STT shall be levied on and collected by an Indian stock exchange on which the Equity Shares are sold.

Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less shall be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares shall be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

The Finance Act, 2019, had clarified that in the absence of a specific provision under an agreement, the buyer shall be liable to pay stamp duty in case of sale of securities through stock exchanges, and the transferor shall be liable to pay stamp duty in case of transfer for consideration through a depository. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These provisions have been notified with effect from July 01, 2020. The Government of India had announced the union budget for financial year 2022 and the Finance Act, 2021 received assent from the President of India on March 28, 2021 and was made effective from April 01, 2021. There is no certainty on the impact that the Finance Act, 2021 may have on our business and operations or in the industry we operate in.



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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to block the Bid amount on the submission of the Bid and not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Similarly, RIIs can revise or withdraw their Bids at any time during the Bid/Issue Period and until the Bid/ Issue Closing Date, but not thereafter. While our Company is required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on the Stock Exchange where such Equity Shares are proposed to be listed, including Allotment within three Working Days from the Bid/ Issue Closing Date or such other period as may be prescribed by SEBI, events affecting the Investor's decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Investor's ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Investors shall not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.



SECTION IV - INTRODUCTION

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
Equity Shares Offered through Public Issue⁽¹⁾⁽²⁾	Up to 18,24,000 Equity Shares aggregating to Rs. [●] Lakhs.
Out of which:	
Issue Reserved for the Market Maker	91,200 Equity Shares aggregating to Rs. [●] Lakhs.
Net Issue to the Public	17,32,800 Equity Shares aggregating to Rs. [●] Lakhs.
Out of which*	
A. QIB Portion ⁽⁵⁾⁽⁶⁾	Not more than 8,65,800 Equity Shares aggregating to Rs. [●] Lakhs
Of which	
i. Anchor Investor Portion	[●] Equity Shares aggregating to Rs. [●] Lakhs
ii. Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares aggregating to Rs. [●] Lakhs
Of which	
a. Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares aggregating to Rs. [●] Lakhs
b. Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares aggregating to Rs. [●] Lakhs
B. Non-Institutional Portion	Not less than 2,60,400 Equity Shares aggregating to Rs. [●] Lakhs
C. Retail Portion	Not less than 6,06,600 Equity Shares aggregating to Rs. [●] Lakhs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	50,62,140 Equity Shares of face value of Rs.10 each
Equity Shares outstanding after the Issue	Up to 68,86,140 Equity Shares of face value Rs.10 each
Use of Net Proceeds by our Company	Please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 94.

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

Notes:

- 1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our Company in terms of Regulation of 229(1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our Company are being offered to the public for subscription.
- 2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on December 09, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on December 16, 2024.
- 3) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of



Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

- 4) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e., not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to non-institutional bidders.
- 5) Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- 6) Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of undersubscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “*Issue Procedure*” beginning on page 313.

For details, including grounds for rejection of Bids, please refer to the chapters titled “*Issue Structure*” and “*Issue Procedure*” beginning on pages 308 and 313, respectively. For details of the terms of the Issue, please refer to the chapter titled “*Terms of the Issue*” beginning on page 298.



SUMMARY OF FINANCIAL STATEMENTS

RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES					
(Rs. in Lakhs)					
Particulars	Annexure	As at September 30, 2024	As at March 31, 2024	As at March 31,2023	As at March 31, 2022
<u>I. EQUITY AND LIABILITIES</u>					
1. SHAREHOLDERS FUND					
(a) Share Capital	7	496.61	165.54	80.09	80.09
(b) Reserve & Surplus	8	1,589.88	1,501.41	73.61	(215.54)
Total Shareholders' funds		2,086.50	1,666.95	153.70	(135.45)
2. NON-CURRENT LIABILITIES					
(a) Borrowings	9	499.67	201.23	381.57	127.47
(b) Deferred Tax Liabilities	10	42.57	34.66	20.02	8.32
(c) Long Term Provisions	10A	0.69	0.28	1.77	6.65
Total non-current liabilities		542.93	236.17	403.36	142.44
3. CURRENT LIABILITIES					
(a) Borrowings	11	1,690.10	1,107.84	1,124.26	822.23
(b) Trade Payables	12	3,565.96	1,751.94	1,554.61	789.97
(c) Other Current Liabilities	13	850.21	700.68	172.05	454.74
(d) Short Term Provisions	14	239.95	96.05	0.16	0.23
Total Current Liabilities		6,346.22	3,656.51	2,851.08	2,067.17
Total Equity and Liabilities		8,975.65	5,559.65	3,408.13	2,074.15
<u>II. ASSETS</u>					
1. NON-CURRENT ASSETS					
(a) Property, Plant & Equipment	15	1,406.17	1,471.20	831.32	255.63
(b) Capital Work in progress	16	1,349.09	-	-	-
(c) Long term loans and advances		-	-	-	-
(d) Deferred Tax Assets		-	-	-	-
(e) Other non-current assets	17	322.58	106.64	107.38	134.95
Total non-current assets		3,077.84	1,577.83	938.70	390.58
2. CURRENT ASSETS					
(a) Investments		-	-	-	-
(b) Trade Receivables	18	1,864.44	833.42	1,125.80	600.29
(c) Inventories	19	3,672.38	2,692.47	1,232.96	834.15
(d) Cash and Cash Equivalents	20	17.29	48.69	33.86	31.29
(e) Loans & Advances	21	120.75	367.84	29.46	75.92
(f) Other Current Assets	22	222.96	39.40	47.36	141.92
Total Current Assets		5,897.82	3,981.82	2,469.44	1,683.57
Total Assets		8,975.65	5,559.65	3,408.13	2,074.15
Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.					



RESTATED SUMMARY STATEMENT OF PROFIT & LOSS					
(Rs. in Lakhs)					
Particulars	Annexure	For the period ended September 30, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
I) Incomes					
(a) Revenue From Operations	23	10,552.91	16,803.79	12,429.75	8,095.98
(b) Other Income	24	3.86	11.23	0.05	33.47
II) Total Incomes		10,556.77	16,815.02	12,429.80	8,129.45
III) Expenses					
(a) Cost of Material Consumed	25	10,313.28	14,110.01	10,990.79	7,723.91
(c) Changes in inventories of finished goods	26	(1,278.93)	202.13	12.67	(85.85)
(d) Employee benefits expense	27	32.35	34.86	63.95	169.05
(e) Finance Cost	28	75.24	140.24	107.21	75.00
(f) Depreciation and amortization expense	29	66.66	97.59	68.52	46.98
(g) Other expenses	30	776.94	1,443.87	885.81	797.38
IV) Total Expenses		9,985.53	16,028.70	12,128.95	8,726.46
V) Profit Before Taxes (II-IV)		571.24	786.32	300.85	(597.01)
VI) Tax Expenses					
(a) Current taxes		143.78	112.87	-	-
(b) Deferred tax expense / (credit)		7.91	14.64	11.70	-
(c) Tax adjustment of earlier years		-	0.04	-	-
VII) Total Taxes		151.69	127.55	11.70	-
VIII) Profit after Taxes		419.55	658.77	289.15	(597.01)
IX) Earnings per Equity Share					
Face Value of Shares		10.00	10.00	10.00	10.00
(a) Basic (in rupees)		8.45	27.18	12.03	-24.85
(a) Diluted (in rupees)		8.45	27.18	12.03	-24.85
Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.					



RESTATED SUMMARY STATEMENT OF CASH FLOWS				
<i>(Rs. in Lakhs)</i>				
Particulars	For the period ended September 30, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
A) CASH FLOW FROM OPERATING ACTIVITIES				
Profit Before Tax	571.24	786.32	300.85	(597.01)
Adjustments for:				
Loss / (Profit) on sale of property, plant and equipment	-	(3.40)	-	-
Preliminary expenses	-	1.74	1.74	1.74
Depreciation and Amortization Expense	66.66	97.59	68.52	46.98
Interest income	(3.86)	(6.80)	-	(5.57)
Finance Costs	74.75	127.13	98.08	72.97
Extraordinary Items (Tax refund + prior period adjustments)	-	-	-	(319.52)
Operating profit before working capital changes	708.78	1,002.59	469.19	(800.41)
Adjustments for (increase)/decrease in Operating Assets:				
(Increase) / Decrease in Trade Receivables	(1,031.02)	292.38	(525.51)	(208.95)
(Increase) / Decrease in Inventories	(979.91)	(1,459.50)	(398.82)	805.69
(Increase) / Decrease in Short Terms Loans and Advances	247.09	(338.38)	46.46	31.90
(Increase) / Decrease in Other Current Assets	(183.57)	7.97	94.56	(141.92)
Adjustments for increase/(decrease) in Operating Liabilities				
Increase / (Decrease) in Trade Payables	1,814.02	197.33	764.64	(99.56)
Increase / (Decrease) in Other Current Liabilities	149.53	528.63	(282.69)	399.91
Increase / (Decrease) in long term Provisions	0.41	(1.49)	(4.88)	6.65
Increase / (Decrease) in Short Term Provisions	0.12	95.89	(0.07)	(6.86)
Cash generated from operations	725.45	325.42	162.89	(13.56)
Income Tax Paid		(112.87)	-	-
Net Cash Flow from Operating Activities	725.45	212.55	162.89	(13.56)
B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment	(1.63)	(767.73)	(644.21)	(37.85)
Proceeds from Sale of Property, Plant and Equipment	-	33.64	-	-
Investment/proceeds from non-current assets	(215.94)	(1.00)	25.83	235.03
Investment in Capital Work-in-progress	(1,349.09)			
Interest Income	3.86	6.80		5.57
Net Cash used in investing activities	(1,562.80)	(728.29)	(618.37)	202.75
C) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Issue of Share Capital	-	854.48	-	-
Proceeds from Long Term Borrowings	312.61	-	254.10	-
Repayment of Long-term Borrowings	(14.17)	(180.34)	-	(150.28)
Proceeds from Short Term Borrowings	615.05			
Repayment of Short-Term Borrowings	(32.80)	(16.42)	302.03	61.68
Finance Costs	(74.75)	(127.13)	(98.08)	(72.97)
Net cash generated from Financing activities	805.94	530.59	458.05	(161.57)
Net Change in Cash and Cash Equivalents (A+B+C)	(31.41)	14.85	2.56	27.62



CASH & CASH EQUIVALENT				
Opening Balance	48.69	33.85	31.28	3.67
Net Change in Cash & Cash Equivalents	(31.41)	14.85	2.56	27.62
Closing Balance	17.29	48.69	33.85	31.28

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.



GENERAL INFORMATION

Our Company was originally incorporated as 'Bedi Steels Private Limited' as a private limited company under the Companies Act, 1956 on September 04, 1990 pursuant to a Certificate of Incorporation bearing CIN U27106PB1990PTC010665 issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh.

In the year 2022, the management, business and control of the Company was taken over by our current Promoters, Mr. Prayank Gupta, Mr. Mahesh Gupta, Mrs. Sarita Gupta, and Mrs. Khushboo Gupta vide Business Takeover Agreement dated July 29, 2022. Pursuant to the said agreement, 100% ownership of the Company was transferred from the previous promoters, Mr. Siddarath Bedi and Mr. Siddhant Singh Bedi, to the current promoters of our Company.

Thereafter, our Company was converted into a public limited company from a private limited company pursuant to a special resolution passed by the shareholders of our Company on July 20, 2024 consequent to which the name of our Company changed from 'Bedi Steels Private Limited' to 'Bedi Steels Limited' and a fresh Certificate of Incorporation bearing U27106PB1990PLC010665 was issued by the Registrar of Companies, Punjab and Chandigarh on September 11, 2024.

For further details on the change in the registered office of our Company, please refer to the chapter titled "Our History and Certain Other Corporate Matters" beginning on page 193.

Our Company has 30 Shareholders as on the date of filing of this Draft Red Herring Prospectus. For further details, please refer to the chapter titled 'Our History and Certain Other Corporate Matters' beginning on page 193.

REGISTERED OFFICE

BEDI STEELS LIMITED

G.T. Road, Doraha, Ludhiana -141421, Punjab, India.

Contact Person: Mr. Dishant Khanna

Tel. No.: +91 9115700625

E-mail: cs@bedisteelsltd.com

Website: www.bedisteelsltd.com

Registration Number: 010665

Corporate Identification Number: U27106PB1990PLC010665

REGISTRAR OF COMPANIES

REGISTRAR OF COMPANIES, PUNJAB AND CHANDIGARH

1st Floor, Corporate Bhawan, Plot No. 4-B,

Sector 27-B, Chandigarh-160019, India.

Tel. No.: 0172-2639415/2639416

E-mail: roc.chandigarh@mca.gov.in

Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

BSE LIMITED

(SME PLATFORM OF BSE LIMITED)

P J Towers, Dalal Street, Fort,

Mumbai - 400001, Maharashtra, India.



BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age	DIN	Address	Designation
1.	Mr. Prayank Gupta	39	08737832	House No.-Bxx/82/1, College Road, Near Lakme Saloon, Civil Lines, Ludhiana-141001, Punjab, India.	Managing Director
2.	Mr. Mahesh Gupta	64	02243602	House No.-Bxx/82/2, College Road, Near Lakme Saloon, Civil Lines, Ludhiana-141001, Punjab, India.	Chairman & Whole - Time Director
3.	Mrs. Khushboo Gupta	38	08737923	House No.-Bxx/82/1, College Road, Civil Lines, Ludhiana-141001, Punjab, India.	Director
4.	Mr. Kapil Khera	48	07679174	Near Sanatam Dharam School, H. No. M-40, Old Double Story, Lajpat Nagar-IV, South Delhi Delhi-110024, India.	Independent Director
5.	Ms. Mala Poddar	43	10718525	B 603, Plama Heights, Hennur Main Road, D-Mart Hennur, Bangalore North, Bengaluru-560043, Karnataka, India	Independent Director
6.	Mr. Punit Kumar Rastogi	38	03178986	C-284, Radha Garden, Mawana Road, Meerut Cantt., Meerut, Uttar Pradesh – 250001, India.	Independent Director

For further details of our Directors, please refer to the chapter titled “*Our Management*” beginning on page 199.

CHIEF FINANCIAL OFFICER

MR. ABHISHEK SEHGAL

BEDI STEELS LIMITED

G.T. Road, Doraha, Ludhiana -141421, Punjab, India

Tel. No.: +91 9115700628

E-mail: cfo@bedisteelsltd.com

Website: www.bedisteelsltd.com

COMPANY SECRETARY AND COMPLIANCE OFFICER

MR. DISHANT KHANNA

BEDI STEELS LIMITED

G.T. Road, Doraha, Ludhiana -141421, Punjab, India

Tel. No.: +91 9115700625

E-mail: cs@bedisteelsltd.com

Website: www.bedisteelsltd.com

INVESTOR GRIEVANCES

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

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account



number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

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

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

BOOK RUNNING LEAD MANAGER TO THE ISSUE

KHAMBATTA SECURITIES LIMITED

Delhi NCR Office:

806, World Trade Tower, Tower-B, Noida
Sector-16, Uttar Pradesh- 201301, India.

Contact Person: Mr. Chandan Mishra

Tel. No.: +91-9953989693, 0120 4415469,

Email: chandan@khambattasecurities.com

Website: www.khambattasecurities.com

SEBI Registration No.: INM000011914

Registered Office:

#1 Ground Floor, 7/10, Botawala Building, 9 Bank
Street, Horniman Circle, Fort, Mumbai-400001, India.

Contact Person: Mr. Sunil Shah

Tel. No.: 022-66413315

Email: ipo@khambattasecurities.com

Website: www.khambattasecurities.com

SEBI Registration No.: INM000011914

REGISTRAR TO THE ISSUE

BIGSHARE SERVICES PRIVATE LIMITED

Office No. S6-2, 6th Floor, Pinnacle Business Park,
Mahakali Caves Road, Next to Ahura Centre,
Andheri (East), Mumbai-400093, Maharashtra, India.

Contact Person: Mr. Vinayak Morbale

Tel. No.: 022-62638200

E-mail: ipo@bigshareonline.com

Website: www.bigshareonline.com

Investor Grievance e-mail: investor@bigshareonline.com

SEBI Registration No.: INR000001385

LEGAL ADVISOR TO THE ISSUER

LEGACY LAW OFFICES LLP

Legacy House, D 18, Kalkaji,
New Delhi-110019, India.



Contact Person: Mrs. Shalini Munjal

Tel. No.: +91-9988198360

E-mail: shalini@legacylawoffices.com

Website: www.legacylawoffices.com

LLPIN: AAA-7880

BANKERS TO THE COMPANY

<p>CSB BANK LIMITED</p> <p>SCO 5, Ground Floor, Adjoining The Table, Feroze Gandhi Market, Ludhiana-141001, Punjab, India.</p> <p>Contact Person: Mr. Sunil Kumar Patel</p> <p>Tel. No.: +91-9072601729</p> <p>E-mail: ludhiana2@csb.co.in</p> <p>Website: www.csb.co.in</p>	<p>BANK OF MAHARASHTRA</p> <p>Ground Floor, Jai Kartar Tower, Near Circuit House, Ferozpur Road, Ludhiana-141001, Punjab, India.</p> <p>Contact Person: Mr. Avinash Dilendra</p> <p>Tel. No.: +91-9358833499</p> <p>E-mail: brmgr2619@mahabank.co.in</p> <p>Website: www.bankofmaharashtra.in</p>
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BANKER TO THE ISSUE / REFUND BANK / SPONSOR BANK

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STATUTORY AUDITORS CUM PEER REVIEWED AUDITORS

M/S JAIN MITTAL CHAUDHARY & ASSOCIATES

Chartered Accountants

SCO-144, 1st floor, Red Square Market,
Hisar, Haryana-125001, India.

Contact Person: Mr. Sanjeev Jain

Tel. No.: +91-9896311463

Firm Registration No.: 015140N

Membership No.: 500771

Peer Review Certificate No.: 017045

Validity of Peer Review Certificate: April 30, 2027

E-mail: sanjeevacs@gmail.com

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Khambatta Securities Limited is the sole Book Running Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

DESIGNATED INTERMEDIARIES:

Self-Certified Syndicate Banks (SCSB's)

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



Syndicate SCSB Branches

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

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and email address, is provided on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

Registrar and Share Transfer Agent

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

Collecting Depository Participants

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

CREDIT RATING

This being an issue of Equity shares, credit rating is not required.

IPO GRADING

Our Company has not obtained any IPO grading for this issue from any credit rating agency.

DEBENTURE TRUSTEES

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

MONITORING AGENCY

Since our Issue size does not exceed fifty crore rupees, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

FILING OF THE DRAFT RED HERRING PROSPECTUS/RED HERRING / PROSPECTUS WITH SEBI/ROC

The Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus shall be filed on SME Platform of BSE Limited.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Issue Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. A copy of the Red Herring Prospectus shall be submitted to SEBI at NBCC Complex, Office Tower-1, 8th Floor, Plate B, East Kidwai Nagar, New Delhi-110023. Further, a copy of Prospectus, shall also be submitted/filed to the SEBI and SME Platform of BSE Limited, where the Equity Shares are proposed to be listed.



A copy of the Red Herring Prospectus, along with the material contracts, documents and the Prospectus will also be filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013 and through the electronic portal.

APRAISING ENTITY

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

TYPE OF ISSUE

The present Issue is considered to be 100% Book Building Issue.

GREEN SHOE OPTION

No green shoe option is contemplated under the Issue.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Issue at any time after the Bid/Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two (2) days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue.

The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs and Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicants, within one (1) day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals from SME Platform of BSE Limited, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus.

EXPERT OPINION

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

Our Company has received written consent from the Statutory & Peer Reviewed Auditors namely, M/s Jain Mittal Chaudhary & Associates, Chartered Accountants, to include their name as required under the SEBI ICDR Regulations in this Draft Red Herring Prospectus in respect of the reports on the Restated Financial Statements dated March 24, 2025 and the Statement of Possible Tax Benefits dated March 24, 2025 issued by them and included in this Draft Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 and as "Expert" as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

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

CHANGES IN AUDITORS

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

Name of Auditor	Appointment/ Resignation	Date of Appointment/ Resignation	Reason
M/s Jain Mittal Chaudhary & Associates	Appointment	November 20, 2024	To fill up the Casual Vacancy



M/s B S D M & Co.	Resignation	October 10, 2024	Due to Personal Reasons
M/s B S D M & Co.	Appointment	September 30, 2024	Re-appointment in Annual General Meeting
M/s B S D M & Co.	Appointment	May 15, 2024	To fill up the Casual Vacancy
M/s G. D. Singla & Co.	Resignation	May 01, 2024	Due to other Pre-occupations
M/s G. D. Singla & Co.	Appointment	March 28, 2024	To fill up the Casual Vacancy
M/s Sharma R & Co.	Resignation	March 18, 2024	Due to Personal Reasons
M/s Sharma R & Co.	Appointment	September 30, 2023	Re-appointment in Annual General Meeting
M/s Sharma R & Co.	Appointment	December 12, 2022	To fill up the Casual Vacancy
M/s Khanna Anil & Associates	Resignation	November 23, 2022	Due to other Pre-occupations

UNDERWRITING AGREEMENT

[•]

MARKET MAKER

[•]

DETAILS OF THE MARKET MAKING AGREEMENT

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by BSE and SEBI in this matter from time to time.

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

- ❖ 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. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
- ❖ The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of SME Platform of BSE Limited and SEBI from time to time.
- ❖ The minimum depth of the quote shall be Rs.1,00,000. However, the investors with holdings of value less than Rs.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. Based on the IPO price of Rs. [•]/- per share the minimum lot size is [•] Equity Shares thus minimum depth of the quote shall be [•] until the same, would be revised by BSE.
- ❖ After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.



- ❖ There shall be no exemption/ threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
- ❖ On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
- ❖ There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/ fully from the market for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- ❖ The Inventory Management and Buying/ Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of BSE from time to time.
- ❖ Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
- ❖ There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- ❖ The shares of the company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE Limited and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
- ❖ There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/ fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- ❖ The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- ❖ The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Company, who shall then be responsible to appoint a replacement Market Maker.
- ❖ In case of termination of the abovementioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company 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 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.
- ❖ Risk containment measures and monitoring for Market Maker: SME Platform of BSE Limited will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin,



Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.

- ❖ 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. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.
- ❖ Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to Rs. 250 Crores, the applicable price bands for the first day shall be:
 - 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.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

- ❖ The following spread will be applicable on the SME Platform of BSE Limited:

Sr. 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%

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

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

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



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

On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.



CAPITAL STRUCTURE

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

(Rs. in lakhs except share data)

Sr. No.	Particulars	Aggregate Value	
		Face Value	Issue Price
A.	AUTHORISED SHARE CAPITAL		
	80,00,000 Equity Shares of face value of Rs. 10/- each	800.00	-
B.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL		
	50,62,140 fully paid-up Equity Shares of face value of Rs. 10/- each	506.21	-
C.	PRESENT ISSUE IN TERMS OF DRAFT RED HERRING PROSPECTUS*		
	Fresh Issue of up to 18,24,000 Equity Shares of face value of ₹ 10/- each aggregating up to ₹ [●] Lakhs ⁽¹⁾⁽²⁾	182.40	[●]
	<i>Which Comprises of:</i>		
	<i>Reservation for Market Maker portion</i>		
	91,200 Equity Shares of face value of ₹ 10/- each	9.12	[●]
	<i>Net Issue to the Public</i>		
	17,32,800 Equity Shares of face value of ₹ 10/- each	173.28	[●]
	<i>Of the Net Issue to Public:</i>		
	<i>Allocation to Qualified Institutional Buyers</i>		
	8,65,800 Equity Shares of face value of ₹ 10/- each	865.80	[●]
<i>Allocation to Retail Individual Investors</i>			
6,06,600 Equity Shares of face value of ₹ 10/- each	60.66	[●]	
<i>Allocation to Non-Institutional Investors</i>			
	2,60,400 Equity Shares of face value of ₹ 10/- each	26.04	[●]
D.	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE		
	Up to 68,86,140 Equity Shares of face value of Rs. 10/- each	686.61	
E.	SECURITIES PREMIUM ACCOUNT		
	Before the Issue		437.96
	After the Issue		[●]

⁽¹⁾upon finalisation of issue price.

*The Issue has been authorized pursuant to a resolution of our Board dated December 09, 2024 and by Special Resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on December 16, 2024.

Class of Shares

The Company has single classes of share capital i.e. Equity Shares of face value of Rs. 10/- each. All Equity Shares issued are fully paid-up. Our Company does not have any outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.



NOTES TO THE CAPITAL STRUCTURE:

1. Changes in Authorized Share Capital of our Company

Since incorporation, the capital structure of our Company has been altered in the following manner:

- The Initial Authorized Share Capital of our Company was Rs. 40,00,000/- divided into 40,000 Equity Shares of face value of Rs. 100/- each as per the Memorandum of Association of our Company.
- The Authorised Share Capital of our Company was further increased from Rs. 40,00,000/- divided into 40,000 Equity Shares of face value of Rs. 100/- each to Rs. 80,00,000/- divided into 80,000 equity shares of face value of Rs. 100/- each dated September 21, 2000.
- *The Authorised Share Capital of our Company was further increased from Rs. 80,00,000/- divided into 80,000 equity shares of face value of Rs. 100/- each to Rs. 1,00,00,000/- divided into 1,00,000 equity shares of face value of Rs. 100 each as per Annual Return of the financial year 2002-2003.
- The face value of the equity shares was sub-divided from Rs. 100/- to Rs. 10/- each vide shareholders' resolution dated March 27, 2024.
- The Authorized Share Capital was further increased from Rs. 1,00,00,000/- divided into 10,00,000 Equity Shares of face value of Rs. 10/- each to Rs. 8,00,00,000/- divided into 80,00,000 Equity Shares of face value of Rs. 10/- vide shareholders' resolution dated March 27, 2024.

* Form-5 for increase in authorised share capital from Rs. 80,00,000/- divided into 80,000 equity shares of face value of Rs. 100/- each to Rs. 1,00,00,000/- divided into 1,00,000 equity shares of face value of Rs. 100 each not available. For further details, please refer to the risk factor no. 12 on page 36.

2. Equity Share Capital History:

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

Date of Allotment	No. of Shares Allotted	Face Value (in Rs.)	Issue Price (in Rs.)	Nature of Allotment	Nature of Consideration	Cumulative No. of Shares	Cumulative Paid up Capital (in Rs.)
Upon Incorporation [#]	200	100	100	Subscription to MOA ^(a)	Cash	200	20,000
Equity Shares allotted after incorporation upto March 31, 2003*	76,880	100	Not Ascertainable	Not Ascertainable ^(b)	Not Ascertainable	77,080	77,08,000
Equity shares allotted between April 01, 2003 to September 30, 2004**	3,010	100	Not Ascertainable	Not Ascertainable ^(c)	Not Ascertainable	80,090	80,09,000
Pursuant to our Shareholders' resolution dated March 27, 2024, equity shares of our Company of face value of Rs. 100 each was sub – divided into equity shares of face value of Rs. 10 each. Therefore 80,090 equity shares of our company of face value of Rs. 100/- each were sub – divided into 8,00,900 equity shares of our Company of face value of Rs. 10/- each.							
March 27, 2024	8,00,900	10	-	Split of 1 Equity Share of Rs.100 each into 10 Equity	-	8,00,900	80,09,000



				Shares of Rs.10 Each			
March 29, 2024***	8,54,480	10	100	Preferential Issue for Conversion of Loan ^(d)	Consider ation other than Cash	16,55,380	1,65,53,800
July 22, 2024****	33,10,760	10	-	Bonus Issue ^(e)	Other than Cash	49,66,140	4,96,61,400
December 09, 2024*****	96,000	10	221	Preferential Allotment ^(f)	Cash	50,62,140	5,06,21,400

[#]Shares were subscribed by the Initial Subscribers to Memorandum of Association on incorporation.

^{*}Our company has allotted 76,880 fully paid – up equity shares, after the incorporation and prior to March 31,2003, forms filed for the allotment of the equity shares along with dates, issue price and nature of consideration are not traceable and ascertainable. We have derived the number of shares from the Annual Return for the financial year 2002-2003. For further details please refer to the risk factor no. 12 on page 36.

^{**}Our company has allotted 3,010 fully paid – up equity shares from April 01, 2003 to September 30, 2004. Forms filed for the allotment of the equity shares along with dates, issue price and nature of consideration are not traceable and ascertainable. We have derived the number of shares from the Annual Return for the financial year 2003-2004. For further details please refer to the risk factor no. 12 on page 36.

^{***}Our Company approved conversion of loan to equity shares vide special resolution passed in Extra Ordinary General Meeting held on March 27, 2024.

^{****}Our Company approved bonus issue of equity share in the ratio 2:1, vide special resolution passed in Extra Ordinary General Meeting held on July 20, 2024.

^{*****}Our Company approved preferential issue of equity share, vide special resolution passed in Extra Ordinary General Meeting held on November 20, 2024.

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

- a) Initial Subscribers to Memorandum of Association hold 200 Equity Shares each of face value of Rs. 100/- fully paid up as per the details given below:

Sr. No.	Name of Subscribers	No. of Shares Subscribed
1.	Daljit Singh Bedi	100
2.	Gurbax Singh Bedi	100
	Total	200

- b) Our company has allotted 76,880 fully paid – up equity shares, after the incorporation and prior to March 31,2003, forms filed for the allotment of the equity shares along with dates, issue price and nature of consideration are not traceable and ascertainable. We have derived the number of shares from the Annual Return for the financial year 2002-2003.

The following is the list of shareholders as on March 31, 2003 as per Annual Return of the financial year 2002-2003:

Sr. No.	Name of Shareholders	No. of Shares held
1.	Daljit Singh Bedi	825
2.	Gurbax Singh Bedi	9,087
3.	AS Bedi	3,608
4.	AS Bedi and Sons (HUF)	9,381
5.	Paramjit kaur	18,000
6.	Siddhant bedi	3,450
7.	DS Bedi & Sons (HUF)	415



8.	Kanwaljit Kaur	7,000
9.	GS Bedi (HUF)	9,814
10.	Rajnish Singh Bedi	1,500
11.	Harjit kaur	14,000
	Total	77,080

- c) Our company has allotted 3,010 fully paid – up equity shares from April 01, 2003 to September 30, 2004. Forms filed for the allotment of the equity shares along with dates, issue price and nature of consideration are not traceable and ascertainable. We have derived the number of shares from the Annual Return for the financial year 2003-2004. On analysing annual return for F.Y. 2003-2004, the shares have been allotted to following person:

Sr. No.	Name of Allottee	No. of Shares Allotted
1.	Gurbax Singh Bedi	3,010

- d) Preferential Issue of 8,54,480 equity share on account of conversion of loan to equity.

Sr. No.	Name of Allottees	No. of Shares Allotted
1.	Mahesh Gupta	2,67,905
2.	Prayank Gupta	2,04,076
3.	Sarita Gupta	1,19,999
4.	Khushboo Gupta	1,10,000
5.	Ramkaran	79,000
6.	Vinay Kumar	40,000
7.	Buta Singh	25,000
8.	Mohit Kumar	8,500
	Total	8,54,480

- e) Bonus Issue of 33,10,760 Equity Shares each of face value of Rs.10/- fully paid-up for consideration other than cash in the ratio of 2:1 as per the details given below:

Sr. No.	Name of Allottees	No. of Shares Allotted
1.	Prayank Gupta	10,09,052
2.	Mahesh Gupta	9,36,710
3.	Sarita Gupta	6,39,998
4.	Khushboo Gupta	4,20,000
5.	Mahesh Gupta and Sons HUF	1,58,000
6.	Prayank Gupta & Sons HUF	1,44,600
7.	Himanshu Gupta	2,400
	Total	33,10,760

- f) Preferential Allotment of 96,000 Equity Shares each of face value of Rs.10/- fully paid up as per the details given below:

Sr. No.	Name of Allottees	No. of Shares Allotted
1.	Kapoor Infra Homes Private Limited	20,400
2.	Rahul Gupta	15,000
3.	VS Fincore Private Limited	12,000
4.	Ashu Kumar Aggarwal	11,400
5.	Dhruvika Gupta	6,600
6.	Vandana Juneja	6,600
7.	Meenakshi	3,000
8.	Gursajan Singh	3,000



Sr. No.	Name of Allottees	No. of Shares Allotted
9.	Dinesh Makhija	2,400
10.	Pooja Makhija	2,400
11.	Akarsh Goel	1,800
12.	Somil Agarwal	1,800
13.	Shantanu Singh	1,200
14.	Rajeev Kumar	1,200
15.	Harsh Goel	1,200
16.	Nitin Gupta	1,200
17.	Parveen Kumar	1,200
18.	Ashish Saxena	600
19.	Tarun Sharma	600
20.	Anup Baghel	600
21.	Kirti Tyagi	600
22.	Tarlochan Singh	600
23.	Gurjinder Singh	600
	Total	96,000

3. Except as disclosed below, we have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation:

Date of Allotment	March 29, 2024	July 22, 2024		
Type of Allotment	Preferential Issue	Bonus Shares		
Number of Equity Shares	8,54,480	33,10,760		
Face Value (in Rs.)	10	10		
Issue Price (in Rs.)	100	-		
Reason of Allotment	Conversion of loan into equity shares	Other than Cash- Bonus Issue		
Benefits accrued to Company	Strengthening of Balance Sheet	Capitalisation of Reserves		
Name of Allottees and Number of Equity Shares Allotted	Name of Allottees	Number of Equity Shares	Name of Allottees	Number of Equity Shares
	Mahesh Gupta	2,67,905	Prayank Gupta	10,09,052
	Prayank Gupta	2,04,076	Mahesh Gupta	9,36,710
	Sarita Gupta	1,19,999	Sarita Gupta	6,39,998
	Khushboo Gupta	1,10,000	Khushboo Gupta	4,20,000
	Ramkaran	79,000	Mahesh Gupta and Sons HUF	1,58,000
	Vinay Kumar	40,000	Prayank Gupta & Sons HUF	1,44,600
	Buta Singh	25,000	Himanshu Gupta	2,400
	Mohit Kumar	8,500	Total	33,10,760
	Total	8,54,480		

4. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act, 1956 or under section 230-234 of the Companies Act, 2013.
5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees.
6. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.



7. Except as disclosed below, we have not issued any equity shares in last one year at price below Issue Price:

Date of Allotment	March 29, 2024		July 22, 2024	
Type of Allotment	Preferential Issue		Bonus Shares	
Number of Equity Shares	8,54,480		33,10,760	
Face Value (in Rs.)	10		10	
Issue Price (in Rs.)	100		-	
Reason of Allotment	Conversion of loan into equity		Other than Cash- Bonus Issue	
Benefits accrued to Company	Strengthening of Balance Sheet		Capitalisation of Reserves	
Name of Allottees and Number of Equity Shares Allotted	Name of Allottees	Number of Equity Shares	Name of Allottees	Number of Equity Shares
	Mahesh Gupta	2,67,905	Prayank Gupta	10,09,052
	Prayank Gupta	2,04,076	Mahesh Gupta	9,36,710
	Sarita Gupta	1,19,999	Sarita Gupta	6,39,998
	Khushboo Gupta	1,10,000	Khushboo Gupta	4,20,000
	Ramkaran	79,000	Mahesh Gupta and Sons HUF	1,58,000
	Vinay Kumar	40,000	Prayank Gupta & Sons HUF	1,44,600
	Buta Singh	25,000	Himanshu Gupta	2,400
	Mohit Kumar	8,500		
	Total	8,54,480	Total	33,10,760



8. Details of shareholding of promoters.

• **Prayank Gupta**

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
August 04, 2022	30,045	100	325	On business takeover from the previous management*	0.59	[●]	-	-
March 27, 2024	3,00,450	10	-	Split of 1 Equity Share of Rs. 100 each into 10 Equity Shares of Rs. 10 each [^]	5.94	[●]	-	-
March 29, 2024	2,04,076	10	100	Preferential Issue for Conversion of Loan to Equity Shares	4.03	[●]	-	-
July 22, 2024	10,09,052	10	Nil	Bonus Issue in the ratio of 2:1	19.93	[●]	-	-
Total	15,13,578				20.90	[●]	-	-

*On Business Takeover from the previous management Mr. Prayank Gupta received 30,045 equity shares from Mr. Siddarath Bedi, share transfer deed was executed on the August 04, 2022.

[^]Our Company has split the face value of equity shares from Rs. 100 per share to Rs. 10 per share vide special resolution passed in Extra Ordinary General Meeting held on March 27, 2024.

• **Mahesh Gupta**

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
August 04, 2022	20,045	100	325	On business takeover from the previous management*	0.40	[●]	-	-
March 27, 2024	2,00,450	10	-	Split of 1 Equity Share of Rs. 100 each into 10 Equity Shares of Rs. 10 each [^]	3.96	[●]	-	-



March 29, 2024	2,67,905	10	100	Preferential Issue for Conversion of Loan to Equity Shares	5.29	[●]	-	-
July 22, 2024	9,36,710	10	Nil	Bonus Issue in the ratio of 2:1	18.50	[●]	-	-
Total	14,05,065				27.76	[●]	-	-

*On business takeover from the previous management Mr. Mahesh Gupta received 20,045 equity shares from Mr. Siddhant Singh Bedi, share transfer deed was executed on the August 04, 2022.

^Our company has split the face value of equity shares from Rs. 100 per share to Rs. 10 per share vide special resolution passed in Extra Ordinary General Meeting held on March 27, 2024.

- **Sarita Gupta**

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
August 04, 2022	20,000	100	325	On business takeover from the previous management	0.40	[●]	-	-
March 27, 2024	2,00,000	10	-	Split of 1 Equity Share of Rs. 100 each into 10 Equity Shares of Rs. 10 each ^	3.95	[●]	-	-
March 29, 2024	1,19,999	10	100	Preferential Issue for Conversion of Loan to Equity Shares	2.37	[●]	-	-
July 22, 2024	6,39,998	10	Nil	Bonus Issue in the ratio of 2:1	12.64	[●]	-	-
Total	9,59,997				18.96	[●]	-	-

* On business takeover from the previous management Mrs. Sarita Gupta received 20,000 equity shares from Mr. Siddhant Singh Bedi, share transfer deed was executed on the August 04, 2022.

^Our company has split the face value of equity shares from Rs. 100 per share to Rs. 10 per share vide special resolution passed in Extra Ordinary General Meeting held on March 27, 2024.



- **Khushboo Gupta**

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
August 04, 2022	10,000	100	325	On business takeover from the previous management*	0.20	[•]	-	-
March 27, 2024	1,00,000	10	-	Split of 1 Equity Share of Rs. 100 each into 10 Equity Shares of Rs. 10 each [^]	1.98	[•]	-	-
March 29, 2024	1,10,000	10	100	Preferential Issue for Conversion of Loan to Equity Shares	2.17	[•]	-	-
July 22, 2024	4,20,000	10	Nil	Bonus Issue in the ratio of 2:1	8.30	[•]	-	-
Total	6,30,000				12.45	[•]	-	-

* On business takeover from the previous management Mrs. Khushboo Gupta received 10,000 equity shares from Mr. Siddarath Bedi, share transfer deed was executed on the August 04, 2022.

[^]Our company has split the face value of equity shares from Rs. 100 per share to Rs. 10 per share vide special resolution passed in Extra Ordinary General Meeting held on March 27, 2024.

- **Mahesh Gupta and Sons HUF**

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
June 27, 2024	79,000	10	100	Transfer*	1.56	[•]	-	-
July 22, 2024	1,58,000	10	Nil	Bonus Issue in the ratio of 2:1	3.12	[•]	-	-
Total	2,37,000				4.68	[•]	-	-

*Mr. Ramkaran transferred 79,000 equity shares each to M/s Mahesh Gupta and Sons HUF.



- Prayank Gupta & Sons HUF

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
June 27, 2024	72,300	10	100	Transfer*	1.43	[•]	-	-
July 22, 2024	1,44,600	10	Nil	Bonus Issue in the ratio of 2:1	2.86	[•]	-	-
Total	2,16,900				4.28	[•]	-	-

*Mr. Vinay Kumar, Mr. Buta Singh and Mr. Mohit Kumar transferred 40,000, 25,000 and 7,300 equity shares respectively to Prayank Gupta & Sons HUF.

9. Our Promoter Group, Directors and their immediate relatives have not purchased/sold (excluding bonus issue) Equity Shares of the Company during last 6 months.



10. Our Promoters have confirmed to the Company and the Book Running Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds or their internal accruals, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
11. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing offer document with the Stock Exchange.
12. Details of Promoter's Contribution locked in for three years:

As per sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the Post-Issue Capital shall be considered as Promoter's Contribution.

Our Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the Post-Issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this Draft Red Herring Prospectus until the completion of the lock-in period specified above.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoter's Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.

Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilised as stated in the offer document, is expected to commence.

A per regulation 238 (b) promoters' holding in excess of minimum promoters' contribution 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 in the initial public offer; 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 in the initial public offer.”

We further confirm that Minimum Promoter's Contribution of 20% of the Post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoter's Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoter's Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.



Details of the Equity Shares to be locked-in for three years from the date of Allotment as Promoter's Contribution are set forth in the table below:

Date of Allotment/Transfer	No. of Equity Shares Locked-in*	Face Value	Issue/ Acquisition Price	Nature of Allotment	% of Pre-Issue Capital	% of Post Issue Capital	Date up to which the Equity Shares are subject to lock-in
Mr. Prayank Gupta (A)							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total (A)	[•]				[•]	[•]	
Mr. Mahesh Gupta (B)							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total (B)	[•]				[•]	[•]	
Mrs. Khushboo Gupta (C)							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total (C)	[•]				[•]	[•]	
Mrs. Sarita Gupta (D)							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total (D)	[•]				[•]	[•]	
M/s Mahesh Gupta and Sons HUF (E)							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total (E)	[•]				[•]	[•]	
M/s Prayank Gupta & Sons HUF (F)							
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total (F)	[•]				[•]	[•]	
Grand Total (A+B+C+D+E+F)	[•]				[•]	[•]	

*Subject to finalization of Basis of Allotment.

The Equity Shares that are being locked in are not ineligible for computation of Promoter's contribution in terms of Regulation 237 of the SEBI ICDR Regulations. It is clarified that 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. Equity Shares offered by the



Promoters for the minimum Promoter's contribution are not subject to pledge. Lock-in period shall commence from the date of Allotment of Equity Shares in the Public Issue.

We confirm that the minimum Promoter's contribution of 20% which is subject to lock-in for three years does not consist of:

- a) Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets;
- b) Equity Shares acquired during the preceding three years resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoter's contribution;
- c) Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;
- d) The Equity Shares held by the Promoters and offered for minimum 20% Promoter's Contribution are not subject to any pledge.
- e) Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter's Contribution subject to lock-in.

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

Equity Shares locked-in for one year other than Minimum Promoter's Contribution

In addition to the Promoter's Contribution that are locked-in for three years as the minimum Promoter's contribution, the promoters and public shareholding Pre-Issue Equity Share Capital of our Company, shall be locked in for a period of one year from the date of Allotment in the Public Issue. Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

Lock-in of the Equity Shares to be allotted, if any, to the Anchor Investors

One half of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment and the remaining Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

Inscription or recording of non-transferability

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

Pledge of Locked in Equity Shares

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

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

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.



Transferability of Locked in Equity Shares

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

- b. Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.



13. Shareholding Pattern of our Company:

A. The table below represents the current shareholding pattern of our Company:

1. Summary of Shareholding Pattern

I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV	
								No. of Voting Rights		Total as a % of (A+B+C)	No. of Shares Underlying Outstanding convertible securities (including Warrants)			Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	No. (a)	As a % of total shares held (B)	No. (a)		As a % of total shares held (B)
								Class-(Equity)	Class-(Preference)										
Category Code	Category of shareholder	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)					No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	No. (a)	As a % of total shares held (B)	No. (a)	As a % of total shares held (B)	Number of shares held in dematerialized form	
(A)	Promoters and Promoter Group	8	49,72,740	-	-	49,72,740	98.23	49,72,740	-	49,72,740	98.23	-	-	-	-	-	-	49,72,740	



(B)	Public	22	89,400	-	-	89,400	1.77	89,400	-	89,400	1.77	-	-	-	-	-	-	89,400
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	30	50,62,140	-	-	50,62,140	100.00	50,62,140	-	50,62,140	100.00	-	-	-	-	-	-	50,62,140

*As on the date of this Draft Red Herring Prospectus 1 Equity Share holds 1 vote. There is no voting right on the preference shares issued by our Company.

**Shall be locked-in on or before filing of Prospectus with BSE, SEBI & RoC.



B. Shareholding of our Promoters and Promoter Group

The table below presents the current shareholding pattern of our Promoters and Promoter Group (individuals).

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
Promoters					
1.	Prayank Gupta	15,13,578	29.90	15,13,578	[●]
2.	Mahesh Gupta	14,05,065	27.76	14,05,065	[●]
3.	Sarita Gupta	9,59,997	18.96	9,59,997	[●]
4.	Khushboo Gupta	6,30,000	12.45	6,30,000	[●]
5.	Mahesh Gupta and Sons HUF	2,37,000	4.68	2,37,000	[●]
6.	Prayank Gupta & Sons HUF	2,16,900	4.28	2,16,900	[●]
Promoters Group					
1.	Dhruvika Gupta	6,600	0.13	6,600	[●]
2.	Himanshu Gupta	3,600	0.07	3,600	[●]
	Total	49,72,740	98.23	49,72,740	[●]

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

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Prayank Gupta	15,13,578	19.93
Mahesh Gupta	14,05,065	23.70
Sarita Gupta	9,59,997	19.27
Khushboo Gupta	6,30,000	22.62
Mahesh Gupta and Sons HUF	2,37,000	33.33
Prayank Gupta & Sons HUF	2,16,900	33.33

14. The List of the Shareholders of the Company holding 1% or more of the paid-up share capital.

- As on the date of this Draft Red Herring Prospectus**

Sr. No.	Name of Shareholders	No. of Equity Shares (FV of Rs. 10/- each)	% of Pre-Issued Capital
1.	Prayank Gupta	15,13,578	29.90
2.	Mahesh Gupta	14,05,065	27.76
3.	Sarita Gupta	9,59,997	18.96
4.	Khushboo Gupta	6,30,000	12.45
5.	Mahesh Gupta and Sons HUF	2,37,000	4.68
6.	Prayank Gupta & Sons HUF	2,16,900	4.28
	Total	49,62,540	98.03

- Ten days prior to the date of this Draft Red Herring Prospectus.**

Sr. No.	Name of Shareholders	No. of Equity Shares (FV of Rs. 10/- each)	% of Pre-Issued Capital
1.	Prayank Gupta	15,13,578	29.90



2.	Mahesh Gupta	14,05,065	27.76
3.	Sarita Gupta	9,59,997	18.96
4.	Khushboo Gupta	6,30,000	12.45
5.	Mahesh Gupta and Sons HUF	2,37,000	4.68
6.	Prayank Gupta & Sons HUF	2,16,900	4.28
Total		49,62,540	98.03

• **One Year prior to the date of this Draft Red Herring Prospectus.**

Sr. No.	Name of Shareholders	No. of Equity Shares (F.V. of Rs. 10/- Each)	% of Pre-Issued Capital
1.	Prayank Gupta	3,00,450	37.51
2.	Mahesh Gupta	2,00,450	25.03
3.	Sarita Gupta	2,00,000	24.97
4.	Khushboo Gupta	1,00,000	12.49
Total		8,00,900	100.00

• **Two Years prior to the date of this Draft Red Herring Prospectus.**

Sr. No.	Name Of Shareholders	No. of Equity Shares (F.V. of Rs. 10/- Each)	% Of Pre-Issued Capital
1.	Prayank Gupta	3,00,450	37.51
2.	Mahesh Gupta	2,00,450	25.03
3.	Sarita Gupta	2,00,000	24.97
4.	Khushboo Gupta	1,00,000	12.49
Total		8,00,900	100.00

15. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Book Running Lead Manager for purchase of Equity Shares offered through this Draft Red Herring Prospectus.
16. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
17. Except, as otherwise disclosed in the chapter titled "*Objects of the Issue*" beginning on page 94, we have not raised any bridge loans against the proceeds of the Issue.
18. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in heading on "*Basis of Allotment*" beginning on page 347.
19. The Equity Shares Issued pursuant to this Issue shall be fully paid-up at the time of Allotment, failing which no allotment shall be made.
20. Except as disclosed in the Draft Red Herring Prospectus, our Company has not issued any Equity Shares at a price less than the Issue Price in the last one year preceding the date of filing of this Draft Red Herring Prospectus.
21. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
22. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager and BSE Limited.
23. The issuer shall not make an allotment pursuant to a public issue if the number of allottees in an initial public offer is less than two hundred.
24. As per Regulation 268(2) of SEBI (ICDR) Regulations, 2018, an over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. 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 to ensure that 20% of the post issue paid-up capital is locked-in.

25. As per Regulation 268 (3) of SEBI (ICDR) Regulations, 2018 read with SEBI (ICDR) Amendment 2025 The allotment of specified securities to applicants other than individual investors “who applies for minimum application size, non-institutional investors and anchor investors shall be on proportionate basis within the specified investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed in the offer document. Provided that the value of specified securities allotted to any person, except in case of employees, in pursuance of reservation made under clause (a) of sub-regulation (1) or clause (a) of sub-regulation (2) of regulation 254, shall not exceed two lakhs rupees.
26. As per Regulation 268 (3A) “(3A) Subject to the availability of shares in non-institutional investors’ category, the allotment of specified securities to each non-institutional investor shall not be less than the minimum application size in non-institutional investor category, and the remaining shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of these regulations.”
27. The Issue is being made through Book Building Method.
28. As on date of filing of this Draft Red Herring Prospectus with Stock Exchange, the entire issued share capital of our Company is fully paid-up. The Equity Shares offered through this Public Issue will be fully paid up.
29. On the date of filing this Draft Red Herring Prospectus with Stock Exchange, 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.
30. Our Company has not issued any Equity Shares out of revaluation reserves and not issued any bonus shares out of capitalization of revaluation reserves.
31. Book Running Lead Manager to the Issue viz. Khambatta Securities Limited and its associates do not hold any Equity Shares of our company.
32. Our Company has not revalued its assets since incorporation.
33. Our Company has not made any Public Issue of any kind or class of securities since its incorporation.
34. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law.
35. Our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.
36. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Draft Red Herring Prospectus with Stock Exchange until the Equity Shares to be issued pursuant to the Issue have been listed.
37. Except as disclosed in the Draft Red Herring Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.



SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of up to 18,24,000 Equity Shares of our Company at an Issue Price of Rs. [●] per Equity Share aggregating up to Rs. [●] Lakhs.

FRESH ISSUE

We intend to utilize the proceeds of the Issue to meet the following objects: -

1. To meet the working capital requirements of the Company; and
2. General Corporate Purpose.

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum of Association enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the object's clause of our Memorandum.

NET ISSUE PROCEEDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be Rs. [●] Lakhs (the "Net Issue Proceeds").

The details of the Net Issue Proceeds are set forth below:

(Rs. in Lakhs)

Sr. No.	Particulars	Amount
1.	Gross Proceeds of the Issue*	[●]
2.	Less: Issue related expenses	[●]
	Net Issue Proceeds	[●]

*To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

FUND REQUIREMENTS

The fund requirement and deployment are based on internal management estimates of our Company and have not been verified by the Book Running Lead Manager or appraised by any bank or financial institution or any other external agency. They 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, fluctuation in raw material cost and interest rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management.

We intend to utilize the proceeds of the Fresh Issue, in the manner set forth below:

(Rs. in Lakhs)

Sr. No.	Particulars	Amount
1.	Working Capital Requirement	3,331.00
2.	General Corporate Purpose ⁽¹⁾	[●]
	Total	[●]

⁽¹⁾To be determined on finalisation of the Issue Price and updated in the Prospectus. The amount utilised for General Corporate Purposes shall not exceed 15% of the Gross Proceeds of the Fresh Issue or Rs. 10 crore, whichever is less.

The requirements of the objects detailed above are intended to be funded from the Net Proceeds, internal accruals, net-worth, existing debt financing and unsecured loans. Accordingly, we confirm that there is no requirement for us 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 from the proposed Issue, as per Regulation 230(1)(e) of the SEBI (ICDR) Regulations.

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

In case of variations in the actual utilization of funds allocated 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 this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail scheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall, we intend to meet our estimated requirement from internal accruals and/or debt. In case of any such re-schedulement, it shall be made by compliance of the relevant provisions of the Companies Act, 2013.

For further details on the risks involved in our business plans and executing our business strategies, please refer to the section titled “Risk Factors” beginning on page 27.

DETAILS OF UTILIZATION OF ISSUE PROCEEDS

1. To meet working capital requirements

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth, financing from various banks, financial institutions and unsecured loans. For further details, please refer to the chapter titled “Financial Indebtedness” beginning on page 228.

A) Existing Working Capital:

The details of the Company’s working capital for the period ended on September 30, 2024 and for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022 and the source of funding, derived from the restated audited financial statements of our Company, on the basis of Certificate dated March 24, 2025 issued by our Statutory Auditor, M/s Jain Mittal Chaudhary & Associates, Chartered Accountants, bearing UDIN: 25500771BMGHAE3885 are provided in the table below:

(Rs. in lakhs)

Particulars	September 30, 2024 (Audited)	No. of Days	Fiscal 2024 (Audited)	No. of Days	Fiscal 2023 (Audited)	No. of Days	Fiscal 2022 (Audited)	No. of Days
Current Assets								
Trade Receivables	1,864.44	32	833.42	18	1,125.80	33	600.29	27
Inventories	3,672.37	64	2,692.47	58	1,232.96	36	834.15	38
Loans & Advances	120.75		367.84		29.46		75.92	
Other Current Assets	222.96		39.40		47.36		141.92	
Total Current Assets (A)	5,880.53		3,933.12		2,435.58		1,652.28	
Current Liabilities								
Trade Payables	3,565.96		1,751.94		1,554.61		789.97	
Other Current Liabilities	420.39*		303.98*		172.05		454.74	
Short Term Provisions	239.95		96.05		0.16		0.23	
Total Current Liabilities (B)	4,226.30		2,151.97		1,726.82		1,244.94	



Total Working Capital Requirements (A-B)	1,654.23		1,781.15		708.77		407.34	
Funding Pattern								
Working Capital Funding from Banks and Financial Institutions	1,511.79		1,000.44		708.77		407.34	
Unsecured Loans	42.56		31.89		-		-	
Internal Accruals	99.88		748.82		-		-	

*While calculating Working Capital Requirements for Fiscal 2024 and as of September 30, 2024, creditors related to machinery have not been considered. These amounts have been deducted from Other Current Liabilities since they pertain to capital expenditure on machinery and are not part of working capital. The creditors related to machinery amount to Rs. 429.82 lakhs as of Fiscal 2024 and Rs. 396.70 lakhs as of September 30, 2024.

Estimated Working Capital Requirements:

Our Company proposes to utilize Rs. 3,331.00 Lakhs of the Net Proceeds for our estimated working capital requirements. We will utilize Rs. 3,331.00 Lakhs in Fiscal 2026. The balance portion of our Company working capital requirement, if any, shall be met from the working capital facilities availed/ to be availed and internal accruals. The estimated working capital requirements, as approved by the Board & certified by the statutory auditor M/s Jain Mittal Chaudhary & Associates, Chartered Accountants *vide* the certificate dated March 24, 2025, bearing UDIN: 25500771BMGHAE3885 and key assumptions with respect to the determination of the same are mentioned below. Our Company's estimated working capital requirements for Fiscal 2025 and Fiscal 2026 for the proposed funding of such working capital requirements are as set out in the table below:

(Rs. in Lakhs)

Particulars	Fiscal 2025 (Projected)	No. of Days	Fiscal 2026 (Projected)	No. of Days
Current Assets				
Trade Receivables	1,726.03	30	3,543.73	50
Inventories	3,164.38	55	3,898.10	55
Loans & Advances	320.00		600.00	
Other Current Assets	350.00		480.00	
Total Current Assets (A)	5,560.41		8,521.83	
Current Liabilities				
Trade Payables	2,438.01	50	2,941.29	50
Other Current Liabilities	487.27		200.00	
Short Term Provisions	325.42		419.67	
Total Current Liabilities (B)	3,250.70		3,560.97	
Total Working Capital Requirements (A-B)	2,309.71		4,960.86	
Funding Pattern				
Working Capital Funding from Banks and Financial Institutions	1,650.00		100.00	
Proposed Working Capital to be funded from IPO	-		3,331.00	
Internal Accruals	659.71		1,529.86	



*While calculating Working Capital Requirements for Fiscal 2025, creditors related to machinery have not been considered. This amount has been deducted from Other Current Liabilities since they pertain to capital expenditure on machinery and are not part of working capital. The creditors related to machinery is expected to amount Rs. 112.94 Lakhs as at Fiscal 2025.

As disclosed in the above table, Company's working capital requirements majorly consists of Trade Receivables and Inventories:

(Rs. in Lakhs)

Particulars	Fiscal 2026 (Projected)	Fiscal 2025 (Projected)	As at September 30, 2024 (Audited)	Fiscal 2024 (Audited)	Fiscal 2023 (Audited)	Fiscal 2022 (Audited)
Total Working Capital Requirements	4,960.86	2,309.71	1,654.23	1,781.15	708.77	407.34
Trade Receivables	3,543.73	1,726.03	1,864.44	833.42	1,125.80	600.29
Inventories	3,898.10	3,164.38	3,672.38	2,692.47	1,232.96	834.15

Reason for high Trade receivables: -

Our Company offer a credit of 25 to 35 days to our customers of Steel and Alloy Ingots. Our Company has installed a rolling mill and expect to start production in April 2025. Our Company, shall add Round Bar, RCS/ Square Bars, Hex Bars and Flat Bars in our product mix on commencement of the production. Our Company expect to offer a credit term of 50 to 60 days to our customer of newly added products. To establish Bedi Steels as a prominent player and to attract new customer our Company will offer a credit period of 50-60 days to the customers of our new products. This shall push traded receivables further and increase the requirement for working capital.

Reason for high Inventories:-

Our Company maintains a high level of inventory to mitigate the impact of raw material price fluctuations and capitalize on turnover discounts for bulk purchases. Given that manufacturing costs are significantly influenced by fluctuations in the prices of metal scrap and pure metals, we strategically hold higher inventory levels to stabilize costs. At the same time, we ensure a balanced approach to inventory management, aligning with our working capital requirements.

Hence, the working capital requirement of our Company is primarily due to high levels of trade receivable and inventories.

Reason for increase in Working Capital Requirement between Fiscal 2024 and Fiscal 2025:

The Working Capital Requirement was Rs. 1,781.15 lakhs in Fiscal 2024 which is expected to increase by Rs. 528.56 lakhs or 29.67%, to Rs. 2,309.71 lakhs in Fiscal 2025, due to the following reasons:

- The revenue from operation is expected to increase by Rs. 4,196.21 lakhs or 24.97% to Rs. 21,000.00 lakhs in Fiscal 2025 from Rs. 16,803.79 lakhs in Fiscal 2024. The higher revenue will push the demand of working capital of the Company.
- The trade receivable is expected to increase by Rs. 892.61 Lakhs or 107.10%, from Rs. 833.42 lakhs in Fiscal 2024 to Rs. 1,726.03 lakhs in Fiscal 2025. The Trade receivables days in Fiscal 2024 was 18 days and is expected to be 30 days in Fiscal 2025. The Company trade receivables typically range from 25 to 35 days. The Company realised significant amount from its debtors at the end of the Fiscal 2024 which resulted in lesser trade receivables days. Due to the small base in the Fiscal 2024, debtor increased 107.10% between Fiscal 2024 and Fiscal 2025.
- The Company maintain high inventory levels to deal with the fluctuation of the raw material. The Higher inventory also helps Company to cater sudden increase in demand of its product. However, the Company strides to maintain



a balance between its inventory holding levels and working capital requirements. In Fiscal 2024 the inventor days was 58 days and expected to be 55 days in Fiscal 2025. The higher inventory days requires company to deploy higher working capital.

Reason for increase in Working Capital Requirement between Fiscal 2025 and Fiscal 2026:

The Working Capital Requirement is expected to increase by Rs. 2,651.16 lakhs or 114.78%, to Rs. 4,960.86 lakhs in Fiscal 2026 from Rs. 2,309.71 lakhs in Fiscal 2025, due to the following reasons:

- The revenue from operation is expected to increase by Rs. 4,869.22 lakhs or 23.19% to Rs. 25,869.22 lakhs in Fiscal 2026 from Rs. 21,000.00 lakhs in Fiscal 2025. The higher revenue will push the demand of working capital of the Company.
- In Fiscal 2026, the Company will add new products in its product mix and expect to derive revenue majorly from sale of new products i.e. Round Bar, RCS/ Square Bars, Hex Bars and Flat Bars/. As on the date of this Draft Red Herring Prospectus, our Company primarily sells Steel and Alloy Ingot for which our Company offer a credit period of 25-35 days. For new product the Company will offer credit period of 50-60 days, which will push further the demand for working capital. The Company expects its debtor days of 50 days in Fiscal 2026 as compared to 30 days in Fiscal 2025. The trade receivable is expected to increase by Rs. 1,817.70 lakhs or 105.31%, from Rs. 1,726.03 lakhs in Fiscal 2025 to Rs. 3,543.73 lakhs in Fiscal 2026.
- The Company maintains high inventory levels to manage raw material fluctuations and meet sudden increases in product demand. However, it strives to balance inventory holdings with working capital requirements. In Fiscal 2025 and Fiscal 2026, the inventory holding period is expected to be 55 days. Higher inventory levels increase the demand for working capital.

Reason for increase in sales and profit after tax in past financial years are:

FISCAL 2024

Our revenue from operations increased by Rs. 4,374.04 lakhs or 35.19% to Rs. 16,803.79 lakhs for Fiscal 2024 as compared to Rs. 12,429.75 lakhs for Fiscal 2023. This increase in revenue from operations was primarily due to increase in demand of our products.

As per the Restated Financial Statement, our profit after tax increased by Rs. 369.62 lakhs or 127.83% to Rs. 658.77 lakhs for Fiscal 2024 as compared to Rs. 289.15 lakhs for Fiscal 2023 due to the following reasons:

- The Company recorded growth of 35.19% in revenue from operation between F.Y 2024 and F.Y. 2023.
- The cooling raw material prices in Fiscal 2024, helped our Company earn higher profit margins. The Cost of Goods Sold to the Revenue from Operation was 85.17% in Fiscal 2024 as compared to 88.53% in Fiscal 2023.
- Our Company utilization capacity was 98.68% in Fiscal 2024 as compared to 69.96 % in Fiscal 2023. The higher utilization of installed capacity helped Company to cut down cost due to operational efficiency and increase margins.
- The employee benefit expenses decreased 45.49% between Fiscal 2023 and Fiscal 2024, mainly attributable to Company efforts to upgrade technology leading to decrease dependence on labour.

FISCAL 2023

Our revenue from operations increased by Rs. 4,333.77 lakhs or 53.53% to Rs. 12,429.75 lakhs for Fiscal 2023 as compared to Rs. 8,095.98 lakhs for Fiscal 2022. This increase in revenue from operations was primarily due to increase in demand of our product and financial support from the new management, which helped company to manage its working capital and expand growth.



As per the Restated Financial Statement, our profit after tax increased by Rs. 886.16 lakhs or 148.43% to Rs. 289.15 lakhs for Fiscal 2023 as compared to loss of Rs. 597.01 lakhs for Fiscal 2022 due to the following reasons:

- The Company recorded growth of 53.53% in revenue from operation between F.Y 2023 and F.Y. 2022.
- Our Company, reported losses in Fiscal 2022 amounting to Rs. 597.01 lakhs, due to operational and financial difficulty faced by the Company under the previous management. Under the new management our Company got new lifeline backed by new management financial support and operational competence.
- Our Company utilization capacity was 69.96% in Fiscal 2023 as compared to 52.36 % in Fiscal 2022. The higher utilization of installed capacity helped Company to cut down cost due to operational efficiency and increase margins.
- The employee benefit expenses decreased 62.17% between Fiscal 2023 and Fiscal 2024, mainly attributable to Company efforts to upgrade technology leading to decrease dependence on labour.



Key Assumptions:-

Sr. No.	Particulars	Assumptions																																
Current Assets																																		
1	Trade Receivables	<p>As at September 30, 2024 and Fiscal 2024, 2023 and 2022 our receivable days were 32 days, 18 days, 33 days and 27 days respectively. The Company plans to utilize the proceeds from the IPO to meet its Working Capital Requirements (WCR). The Company offers a credit period of 25 -35 days to our debtors related to sale of Steel and Alloy Ingots. Our Company is expanding its product mix and has installed rolling mill, the production is expected to start from April 2025. With the commencement of the production we will add Round Bar, RCS/ Square Bars, Hex Bars and Flat Bars in our product mix. Our Company has to offer an extended credit period to attract new customers and expects the receivable levels at 30 days for Fiscal 2025 and 50 days Fiscal 2026. We anticipate higher growth in receivables, as the standard industry practice typically ranges from 50 to 60 days for payment terms, for the new product mix.</p> <p>Change in Trade Receivables: -</p> <p style="text-align: right;"><i>(Rs. in Lakhs)</i></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #0070C0; color: white;">Particulars</th> <th style="background-color: #0070C0; color: white;">FY 2025-26 (Projected)</th> <th style="background-color: #0070C0; color: white;">FY 2024-25 (Projected)</th> <th style="background-color: #0070C0; color: white;">As at September 30, 2024 (Audited)</th> <th style="background-color: #0070C0; color: white;">FY 2023-24 Audited</th> <th style="background-color: #0070C0; color: white;">FY 2022-23 Audited</th> <th style="background-color: #0070C0; color: white;">FY 2021-22 Audited</th> </tr> </thead> <tbody> <tr> <td>Trade Receivables</td> <td style="text-align: right;">3,543.73</td> <td style="text-align: right;">1,726.03</td> <td style="text-align: right;">1,864.44</td> <td style="text-align: right;">833.42</td> <td style="text-align: right;">1,125.80</td> <td style="text-align: right;">600.29</td> </tr> <tr> <td>Changes in Trade Receivables</td> <td style="text-align: right;">1817.70</td> <td style="text-align: right;">892.61</td> <td style="text-align: center;">N.A.</td> <td style="text-align: right;">(292.38)</td> <td style="text-align: right;">525.51</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Change (%)</td> <td style="text-align: right;">105.31</td> <td style="text-align: right;">107.10</td> <td style="text-align: center;">N.A.</td> <td style="text-align: right;">(25.97)</td> <td style="text-align: right;">87.54</td> <td></td> </tr> </tbody> </table>					Particulars	FY 2025-26 (Projected)	FY 2024-25 (Projected)	As at September 30, 2024 (Audited)	FY 2023-24 Audited	FY 2022-23 Audited	FY 2021-22 Audited	Trade Receivables	3,543.73	1,726.03	1,864.44	833.42	1,125.80	600.29	Changes in Trade Receivables	1817.70	892.61	N.A.	(292.38)	525.51	-	Change (%)	105.31	107.10	N.A.	(25.97)	87.54	
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<p>Our trade receivables shall increase by Rs. 892.61 lakhs or 107.10% to Rs. 1,726.03 lakhs for Fiscal 2025 compared to Rs. 833.42 lakhs for Fiscal 2024. In Fiscal 2026 the same shall be Rs. 3,543.73 lakhs, registering a growing of Rs 1,817.70 lakhs or 105.31% as compared to the Fiscal 2025.</p> <p>Our Company shall utilise the issue proceed toward funding WRC arising primarily by offering higher credit period to our customers. Our Company has to offer higher credit period to attract new customer for our newly added product mix and be competitive in the market.</p> <p>Hence, our Company has to offer higher credit period to our customers of our new product which shall increase the requirement of working capital for our Company.</p>																																		



2	Short-term Loans and Advances	Short-term Loans & advances and Other current assets are computed from the historic Restated Standalone Financial Information and include, amongst others, Advances to Suppliers, Balance with Government Authorities and other assets. Short-term Loans & advances and Other current assets have been maintained in line with the projected business activity for the forthcoming years.																												
3	Other Current Assets																													
Current Liabilities																														
4	Trade Payables	<p>Our trade payable days as had been 72 days, 45 days, 52 days and 38 days as at September 30, 2024 and Fiscal 2024, 2023 and 2022 respectively. However, going forward we estimate to maintain payables at 50 days for Fiscal 2025 and Fiscal 2026.</p> <p>Change in Trade Payables: -</p> <p style="text-align: right;"><i>(Rs. in Lakhs)</i></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #0070C0; color: white;">Particulars</th> <th style="background-color: #0070C0; color: white;">FY 2025-26 (Projected)</th> <th style="background-color: #0070C0; color: white;">FY 2024-25 (Projected)</th> <th style="background-color: #0070C0; color: white;">As at September 30, 2024 (Audited)</th> <th style="background-color: #0070C0; color: white;">FY 2023-24 (Audited)</th> <th style="background-color: #0070C0; color: white;">FY 2022-23 (Audited)</th> <th style="background-color: #0070C0; color: white;">FY 2021-22 (Audited)</th> </tr> </thead> <tbody> <tr> <td>Trade Payables</td> <td style="text-align: right;">2,941.29</td> <td style="text-align: right;">2,438.01</td> <td style="text-align: right;">3,565.96</td> <td style="text-align: right;">1,751.94</td> <td style="text-align: right;">1,554.61</td> <td style="text-align: right;">789.97</td> </tr> <tr> <td>Changes in Trade Payables</td> <td style="text-align: right;">503.28</td> <td style="text-align: right;">686.07</td> <td style="text-align: center;">N.A.</td> <td style="text-align: right;">197.33</td> <td style="text-align: right;">764.64</td> <td style="text-align: center;">-</td> </tr> <tr> <td>Change (%)</td> <td style="text-align: right;">20.64%</td> <td style="text-align: right;">39.16%</td> <td style="text-align: center;">N.A.</td> <td style="text-align: right;">12.69%</td> <td style="text-align: right;">96.79%</td> <td style="text-align: center;">-</td> </tr> </tbody> </table> <p>Our trade payables shall increase by Rs. 686.07 lakh or 39.16% to Rs. 2,438.01 lakh for Fiscal 2025 compared to Rs. 1,751.94 lakhs for Fiscal 2024. In Fiscal 2026 the same shall be Rs. 2,941.29 lakh, registering a growth of Rs 503.28 lakh or 20.64 % as compared to the Fiscal 2025.</p> <p>The increase in trade payables shall decrease the WCR by Rs. 686.07 lakh and Rs. 503.28 lakh in Fiscal 2025 and Fiscal 2026 respectively. Our Company receives credit from creditors for a period ranging from 30 to 75 days, depending on the terms negotiated with each creditor. The Company strategically schedules payments to creditors while carefully managing its working capital requirements.</p>	Particulars	FY 2025-26 (Projected)	FY 2024-25 (Projected)	As at September 30, 2024 (Audited)	FY 2023-24 (Audited)	FY 2022-23 (Audited)	FY 2021-22 (Audited)	Trade Payables	2,941.29	2,438.01	3,565.96	1,751.94	1,554.61	789.97	Changes in Trade Payables	503.28	686.07	N.A.	197.33	764.64	-	Change (%)	20.64%	39.16%	N.A.	12.69%	96.79%	-
Particulars	FY 2025-26 (Projected)	FY 2024-25 (Projected)	As at September 30, 2024 (Audited)	FY 2023-24 (Audited)	FY 2022-23 (Audited)	FY 2021-22 (Audited)																								
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Change (%)	20.64%	39.16%	N.A.	12.69%	96.79%	-																								
5	Other current liabilities	Other current liabilities and Short-term Provisions are computed from the historic Restated Standalone Financial Information and include, amongst others, statutory dues, provision for taxation, advances from customers, creditors related to machinery, Expenses Payable and other liabilities. Other current liabilities and Short-term Provisions have been maintained in line with the projected business activity for the forthcoming years.																												
6	Short-term Provisions																													



2. General Corporate Purposes

The Net Proceeds will first be utilized for each of the other objects as set out in this section. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds towards general corporate purposes, as approved by our management, from time to time, subject to (i) such utilization for general corporate purposes not exceeding 15% of the Gross Proceeds, in compliance with SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, the following:

- i. funding strategic initiatives;
- ii. funding growth opportunities;
- iii. meeting ongoing general corporate contingencies; and
- iv. any other purpose, as may be approved by the Board or duly appointed committee, from time to time, subject to compliance with applicable law.

In the event our Company is unable to utilise the Net Proceeds towards other Objects for any of the reasons as aforementioned, our Company may at its discretion utilise such Net Proceeds towards general corporate purposes, provided that the aggregate amount deployed towards general corporate purposes shall not exceed 15% of the Gross Proceeds.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount available under this head and the business requirements of our Company, from time to time. Our Company's management, in accordance with the policies of our Board, shall have flexibility in utilising surplus amounts, if any. In the event that we are unable to utilise the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilise such unutilised amount(s) in the subsequent Fiscals.

MEANS OF FINANCE

The fund requirements set out for the aforesaid Objects are proposed to be met entirely from the Net Proceeds, internal accruals, net-worth, existing debt financing and unsecured loans. Accordingly, we confirm that there is no requirement for us 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 Net Proceeds and existing identifiable internal accruals.

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, statutory advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. [●] Lakhs. The estimated Issue expenses are as follows:

(Rs. in Lakhs)

Expenses	Expenses	Expenses (% of total Issue expenses)	Expenses (% of Issue size)
Fees payable to the Book Running Lead Manager	[●]	[●]	[●]
Underwriting Commission	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable to the legal advisor to the Issuer	[●]	[●]	[●]
Fees Payable Advertising, Marketing Expenses and Printing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchange and other Intermediaries	[●]	[●]	[●]
Fees payable to Peer Review Auditor	[●]	[●]	[●]



Fees Payable to Market Maker (for first Year)	[●]	[●]	[●]
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate or Registered Brokers and submitted with the SCSBs	[●]	[●]	[●]
Processing fees to Issuer banks for UPI Mechanism w.r.t application Forms procured by the members of the Syndicate, Registered Brokers, RTA or the CDPs and submitted to them	[●]	[●]	[●]
Escrow Bank Account Fees	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

Any expenses incurred towards aforesaid issue related expenses during the period till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue.

Notes:

- Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:
Portion for RIIs [●] or Rs. 100/- whichever is less ^ (exclusive of GST)
Portion for NIIs [●] or Rs. 100/- whichever is less ^ (exclusive of GST)
^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
- The Members of RTAs and CDPs will be entitled to application charges of Rs. [●] (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
- Registered Brokers will be entitled to a commission of Rs. [●] (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
- SCSBs would be entitled to a processing fee of Rs. [●] (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
- Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of Rs. 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/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.

SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS

As estimated by our management, the entire proceeds from the Issue shall be utilized as follows:

(Rs. in Lakhs)

Particulars	Total Deployment	Amount incurred till March 24, 2025	Balance deployment during FY 2025-26**
Working capital requirements	3,331.00	-	3,331.00
General Corporate Purpose	[●]	-	-
Issue Expenses*	[●]	10.46	-
Total	[●]	10.46	3,331.00



**As on March 24, 2025, our Company has incurred a sum of Rs. 10,46,087/- towards issue expenses duly certified by Statutory Auditor M/s Jain Mittal Chaudhary & Associates, Chartered Accountants vide its certificate dated March 24, 2025, bearing UDIN: 25500771BMGGZX3300.*

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

INTERIM USE OF PROCEEDS

Pending utilization for the purposes described above, we intend to deposit the funds with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for any investment in the equity markets. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertakes that full recovery of the said deposit shall be made without any sort of delays as and when need arises for utilization of proceeds for the objects of the issue.

BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities.

MONITORING UTILIZATION OF FUNDS

Since the proceeds from the Fresh Issue do not exceed Rs.50 crore, in terms of Regulation 262 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring 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 will be certified by the Statutory Auditors of our Company.

Company has taken the certificate dated March 24, 2025 issued by our Statutory Auditor, M/s Jain Mittal Chaudhary & Associates, Chartered Accountants, bearing UDIN: 25500771BMGHAE3885 for estimated & projected working capital requirements. Further Company will follow the Regulation 262(5) & Regulation 262 (6) of SEBI (ICDR), 2018 in respect of certification from Statutory Auditor regarding the working capital utilisation and same will be submitted to BSE while filing the quarterly financial results till the proceeds raised for the said object are fully utilized.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where



our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

APPRAISAL BY APPRAISING AGENCY

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

OTHER CONFIRMATIONS

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company's key Managerial personnel and Group Entity, in relation to the utilization of the Net Proceeds. No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or company promoted by the Promoters, except as may be required in the usual course of business.



BASIS FOR ISSUE PRICE

The Price Band, Floor Price and Issue Price will be determined by our Company, in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of the quantitative and qualitative factors described below. Investors should also refer to the chapters titled “*Our Business*”, “*Risk Factors*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 155, 27, 227 and 237, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

- ✓ Strong, experienced and dedicated senior management team and qualified workforce.
- ✓ Strong Capex growth in past 3 years, leading to technological upgradation and expanding product mix.
- ✓ Entering in new market with new products.
- ✓ Ability to provide good quality products and customer satisfaction.
- ✓ Ability to scout for new opportunities and capitalising the same.
- ✓ Consistent track record of growth and financial performance.
- ✓ Ability to serve diverse customer needs.

(Rs. in Lakhs)

Particulars	For the period ended on September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from Operations	10,552.91	16,803.79	12,429.75	8,095.98
EBITDA ⁽¹⁾	709.27	1,012.92	476.53	(508.50)
EBITDA margin as of revenue from operations (%) ⁽²⁾	6.72	6.03	3.83	(6.28)
PAT	419.55	658.77	289.15	(597.01)
PAT margin (%) ⁽³⁾	3.98	3.92	2.33	(7.37)

1) EBITDA has been calculated as Restated profit before tax + finance cost + depreciation and amortization- Other Income.

(2) EBITDA Margin = EBITDA/ Revenue from operations.

(3) PAT Margin = PAT/Revenue from operations.

For more details on qualitative factors, refer to chapter titled “*Our Business*” beginning on page 155.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Statements. For more details on financial information; investors please refer the chapter titled “*Financial Information*” beginning on page 227.

Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for calculating the Issue Price are as follows:

1) Basic and Diluted Earnings / Loss per Share (“EPS”) as adjusted for changes in capital:

For the Fiscal	Basic & Diluted	
	EPS (in Rs.)	Weights
2024	27.18	3
2023	12.03	2
2022	(24.85)	1



Weighted Average	13.46
For the period ended on September 30, 2024	8.45

Notes:

- The face value of each Equity Share is Rs. 10 each.
- Basic Earnings per share = Restated total comprehensive income / Weighted average number of equity shares outstanding during the period/year.
- Diluted Earnings per share = Restated total comprehensive income / Weighted average number of potential equity shares outstanding during the period/year.
- 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.
- The above statement should be read in conjunction with Significant Accounting Policies and Notes to Restated Financial Statement of the “Financial Information” beginning on page 227.

2) Price/Earning (“P/E”) ratio in relation to price band of Rs. [●] to Rs. [●] per Equity Share:

Particulars	P/E at the lower end of the Price Band (no. of times)	P/E at the higher end of the Price Band (no. of times)
Based on basic and diluted EPS for Fiscal 2024	[●]	[●]
Based on Weighted Average EPS	[●]	[●]

3) Industry Peer Group P/E ratio

Particulars	P/E Ratio
Highest	12.28
Lowest	10.03
Average	11.16

Note: The highest and lowest industry P/E shown above is based on the peer set provided below under “Comparison with listed industry peers”, which have been identified by our Company.

4) Return on Net Worth (RoNW)

For the Fiscals	RoNW (%)	Weight
2024	39.52	3
2023	188.13	2
2022	N.A.*	1
Weighted Average	82.47	
For the period ended on September 30, 2024 [#]	20.11	

** In Fiscal 2022, our Company Profit After Tax was Rs (597.01) lakh and had a negative Net Worth of Rs. (135.45) lakh. Hence, return on Net Worth cannot be calculated for Fiscal 2022. Further, weighted average Return on Net worth is calculated considering Return on Net worth, zero for Fiscal 2022.*

[#] Not Annualised.

Notes:

- Weighted average = Aggregate of year-wise weighted Net Worth divided by the aggregate of weights i.e. [(Net Worth x Weight) for each year] / [Total of weights].
- Return on Net Worth (%) = Net Profit for the year / period as restated / Net worth as restated as at period/year end.
- “Net worth” means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, miscellaneous expenditure not written off, as per the restated



balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, foreign currency translation reserve, write-back of depreciation for the period ended on September 30, 2024 and for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022.

5) Net Asset Value (NAV) (Face value of Rs. 10/-)

Financial Year	NAV (in Rs.)
Net Asset Value per Equity Share as of March 31, 2024	100.70
Net Asset Value per Equity Share as of March 31, 2023	19.19
Net Asset Value per Equity Share as of March 31, 2022	(16.91)
For the period from April 01, 2024 to September 30, 2024	42.01
Issue Price	[●]

Notes:

- Issue Price per Equity Share will be determined on conclusion of the Book Building Process.
- Net asset value per share = Net worth as restated / Number of Equity Shares as at period/ year end

6) Comparison with Industry Peers

Particulars	Total income (Rs. in Lakhs)	Face Value (Rs.)	EPS Basic (Rs.)	EPS Diluted (Rs.)	P/E Ratio ⁽²⁾	RoNW (%) ⁽⁴⁾	NAV Per Share (Rs.) ⁽⁵⁾
The Issuer Company							
Bedi Steels Limited	16,815.02	10	27.18	27.18	[●]	39.52%	100.70
Listed peers							
Garg Furnace Limited	25,935.33	10	13.84	11.60	12.28	11.41%	105.69
Sharda Ispat Limited	22,903.37	10	27.52	27.52	10.03	27.04%	101.79
<i>Source: Restated Financial Statements of our Company as disclosed on page 227.</i>							

* As of the date of this Draft Red Herring Prospectus, our Company manufactures only Steel & Alloy Ingots and has installed rolling mill to manufacture Round Bar, RCS/ Square Bars, Hex Bars and Flat Bars. Our peers in addition to products we manufacture, also manufactures wire rods, billets, self-drilling screw, fasteners etc. The peers identified, are our nearest competitors, however, their sales mix, product mix, geographical reach etc. may differ from that of ours.

For further information, kindly refer to the chapter titled “Our Business” beginning on page 155.

Note:

- The peer group figures based on audited financials as on and for the year ended March 31, 2024.
- P/E figures for the peer is computed based on closing market price as on March 27, 2025, of relevant peer companies as available at BSE, (available at www.bseindia.com) divided by Basic EPS for FY 2024 reported in the filings made with stock exchanges.
- Based on the Issue Price to be determined on conclusion of book building process and the basic EPS of our Company
- Return on net worth (%) = Net profit after tax * 100 / Net worth at the end of the year
- Net Asset value per share = Net worth at the end of the year / No. of shares outstanding at the end of year

The Issue Price of Rs. [●] has been determined by our Company, in consultation with the BRLM, on the basis of the demand from investors for the Equity Shares through the Book-Building Process. Our Company in consultation with the BRLM, is justified of the Issue Price in view of the above qualitative and quantitative parameters. Investors should read the abovementioned information along with “Risk Factors”, “Our Business”



and “Financial Information” beginning on pages 27, 155 and 227 respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in “Risk Factors” or any other factors that may arise in the future and you may lose all or part of your investments.

7) Key Operational and Financial Performance Indicators:

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of various verticals in comparison to our peers.

Financial KPIs of our Company: Bedi Steels Limited

(Rs. in Lakhs)

Key Financial Performance	For the period ended on September 30, 2024	For the financial year ended March 31 st		
		2024	2023	2022
Revenue from operations ⁽¹⁾	10,552.91	16,803.79	12,429.75	8,095.98
Total Income ⁽²⁾	10,556.77	16,815.02	12,429.80	8,129.45
EBITDA ⁽³⁾	709.27	1,012.92	476.53	(508.50)
EBITDA Margin ⁽⁴⁾	6.72%	6.03%	3.83%	(6.28%)
PAT	419.55	658.77	289.15	(597.01)
PAT Margin ⁽⁵⁾	3.98%	3.92%	2.33%	(7.37%)
Operating cash flow	725.45	212.55	162.89	(13.56)
Net worth ⁽⁶⁾	2,086.50	1,666.95	153.70	(135.45)
Net Debt ⁽⁷⁾	2172.48	1260.38	1471.97	918.41
Debt Equity Ratio ⁽⁸⁾	1.05	0.79	9.80	(7.01)
ROCE (%) ⁽⁹⁾	15.12%	31.13%	24.59%	(64.11%)
ROE (%) ⁽¹⁰⁾	20.11%	39.52%	188.13%	N.A.**

*Not Annualized

**In Fiscal 2022, Company Net worth and Profit after Tax, both were in negative. Hence, ROE cannot be calculated for Fiscal 2022.

¹⁾ Revenue from operation means revenue from sales and other operating revenues.

²⁾ Total Income represents the total turnover of our business i.e., Revenue from Operations and Other Income, if any.

³⁾ EBITDA means Profit before depreciation, finance cost, tax and amortization.

⁴⁾ ‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations.

⁵⁾ ‘PAT Margin’ is calculated as PAT for the period/year divided by revenue from operations.

⁶⁾ Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve arising on consolidation, capital redemption reserve, write-back of depreciation and amalgamation.

⁷⁾ Net debt = non-current borrowing + current borrowing – Cash and Cash Equivalent.

⁸⁾ Debt equity ratio means ratio of total debt (long term plus short-term including current maturity of long-term debt) and Equity Share capital plus other equity.

⁹⁾ Return on Capital Employed is ratio of EBIT and Capital Employed. Capital Employed is Total Shareholder’s Equity, Non-Current Borrowing and Short-Term Borrowing.

¹⁰⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity.



Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total income	Total income is used by the management to track revenue from operations and other income.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
Operating Cash Flows	Operating cash flows activities provides how efficiently our company generates cash through its core business activities.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
Net Debt	Net debt helps the management to determine whether a company is over leveraged or has too much debt given its liquid assets
Debt-equity ratio (times)	The debt to equity ratio compares an organization's liabilities to its shareholder's equity and is used to gauge how much debt or leverage the organization is using.
ROE (%)	ROE provides how efficiently our Company generates profits from shareholders' funds.
ROCE (%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

Comparison with listed industry peer:

For the period ended on September 30, 2024

(Rs. in Lakhs)

Key Financial Performance	Bedi Steels Limited	Garg Furnace Limited	Sharda Ispat Limited
Revenue from operations ⁽¹⁾	10,552.91	12,448.83	8,020.85
Total Income ⁽²⁾	10,556.77	12,472.39	8,143.79
EBITDA ⁽³⁾	709.27	293.37	445.49
EBITDA Margin ⁽⁴⁾	6.72%	2.36%	5.55%
PAT	419.55	229.99	345.48
PAT Margin ⁽⁵⁾	3.98%	1.85%	4.31%
Operating cash flow	725.45	(566.44)	(191.35)
Net worth ⁽⁶⁾	2,086.50	6,271.10	5,524.73
Net Debt ⁽⁷⁾	2,172.48	(1044.04)	2616.22
Debt Equity Ratio ⁽⁸⁾	1.05	0.02	0.48
ROCE (%) ⁽⁹⁾	15.12%	3.68%	6.42%
ROE (%) ⁽¹⁰⁾	20.11%	3.67%	6.25%



For the Fiscal 2024

(Rs. in Lakhs)

Key Financial Performance	Bedi Steels Limited	Garg Furnace Limited	Sharda Ispat Limited
Revenue from operations ⁽¹⁾	16,803.79	25,802.58	22,726.53
Total Income ⁽²⁾	16,815.02	25,935.33	22,903.37
EBITDA ⁽³⁾	1,012.92	597.78	1,923.50
EBITDA Margin ⁽⁴⁾	6.03%	2.32%	8.46%
PAT	658.77	555.84	1,397.24
PAT Margin ⁽⁵⁾	3.92%	2.15%	6.15%
Operating cash flow	212.55	(1,340.98)	743.54
Net worth ⁽⁶⁾	1,666.95	4,871.10	5,167.80
Net Debt ⁽⁷⁾	1260.38	(447.93)	2061.79
Debt Equity Ratio ⁽⁸⁾	0.79	0.03	0.42
ROCE (%) ⁽⁹⁾	31.13%	11.42%	27.43%
ROE (%) ⁽¹⁰⁾	39.52%	11.41%	27.04%

For the Fiscal 2023

(Rs. in Lakhs)

Key Financial Performance	Bedi Steels Limited	Garg Furnace Limited	Sharda Ispat Limited
Revenue from operations ⁽¹⁾	12,429.75	23,824.42	14,327.33
Total Income ⁽²⁾	12,429.80	23,844.87	14,449.72
EBITDA ⁽³⁾	476.53	730.80	577.52
EBITDA Margin ⁽⁴⁾	3.83%	3.07%	4.03%
PAT	289.15	593.95	399.46
PAT Margin ⁽⁵⁾	2.33%	2.49%	2.79%
Operating cash flow	162.89	844.70	(723.76)
Net worth ⁽⁶⁾	153.70	2,069.78	3,683.02
Net Debt ⁽⁷⁾	1471.97	395.54	1749.13
Debt Equity Ratio ⁽⁸⁾	9.80	0.23	0.51
ROCE (%) ⁽⁹⁾	24.59%	23.96%	11.16%
ROE (%) ⁽¹⁰⁾	188.13%	28.70%	10.85%

For the Fiscal 2022

(Rs. in Lakhs)

Key Financial Performance	Bedi Steels Limited	Garg Furnace Limited	Sharda Ispat Limited
Revenue from operations ⁽¹⁾	8,095.98	17,859.74	11,935.09
Total Income ⁽²⁾	8,129.45	17,901.75	11,989.57
EBITDA ⁽³⁾	(508.50)	746.44	497.08
EBITDA Margin ⁽⁴⁾	(6.28%)	4.18%	4.16%
PAT	(597.01)	632.27	302.12
PAT Margin ⁽⁵⁾	(7.37%)	3.54%	2.53%
Operating cash flow	(13.56)	25.42	283.77
Net worth ⁽⁶⁾	(135.45)	1,473.27	3,236.21
Net Debt ⁽⁷⁾	918.41	823.49	655.9
Debt Equity Ratio ⁽⁸⁾	(7.01)	0.70	0.24
ROCE (%) ⁽⁹⁾	(64.11%)	26.19%	12.00%
ROE (%) ⁽¹⁰⁾	N.A.**	42.92%	9.34%



* In Fiscal 2022, our Company Profit After Tax was Rs (597.01) lakh and had a negative Net Worth of Rs. (135.45) lakhs. Hence, return on Net Worth cannot be calculated for Fiscal 2022.

- 1) Revenue from operation means revenue from sales and other operating revenues.
- 2) Total Income represents the total turnover of our business i.e., Revenue from Operations and Other Income, if any.
- 3) EBITDA means Profit before depreciation, finance cost, tax and amortization.
- 4) 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.
- 5) 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.
- 6) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve arising on consolidation, capital redemption reserve, write-back of depreciation and amalgamation.
- 7) Net debt = non-current borrowing + current borrowing – Cash and Cash Equivalent.
- 8) Debt equity ratio means ratio of total debt (long term plus short-term including current maturity of long-term debt) and Equity Share capital plus other equity.
- 9) Return on Capital Employed is ratio of EBIT and Capital Employed. Capital Employed is Total Shareholder's Equity, Non-Current Borrowing and Short-Term Borrowing.
- 10) Return on Equity is ratio of Profit after Tax and Shareholder Equity

8) Weighted average cost of acquisition

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

Except as stated below, our Company has not issued any Equity Shares or convertible securities during the 18 months preceding the date of this Draft Red Herring Prospectus.

Date of Allotment	Reason/Nature of Issue	Number of Equity Shares	Nature of Consideration	Face Value (Rs.)	Issue Price (Rs.)	% of Pre-Issue Capital
March 29, 2024	Preferential Allotment	8,54,480	Other than cash (Loan converted to Equity Shares)	10	100	16.88
July 22, 2024	Bonus Issue	33,10,760	Other than Cash	10	-	65.40
December 09, 2024	Preferential Allotment	96,000	Cash	10	221	1.90

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

Except as stated below, there have been no secondary sale / acquisitions of Equity Shares or any convertible securities, during the 18 months preceding the date of this Draft Red Herring Prospectus:

Date of Transfer	Reason/Nature of Transfer	Number of Equity Shares*	Nature of Consideration	Face Value (Rs.)*	Issue Price (Rs.)*	% of Pre-Issue Capital
June 27, 2024	Transfer of equity shares from Buta Singh to	25,000	Cash	10	100	0.49



	Prayank Gupta & Sons HUF.					
	Transfer of equity shares from Mohit Kumar to Prayank Gupta & Sons HUF.	7,300	Cash	10	100	0.14
	Transfer of equity shares from Vinay Kumar to Prayank Gupta & Sons HUF.	40,000	Cash	10	100	0.79
	Transfer of equity shares from Ramkaran to Mahesh Gupta and Sons HUF.	79,000	Cash	10	100	1.56
	Transfer of equity shares from Mohit Kumar to Himanshu Gupta.	1,200	Cash	10	100	0.02

*No. of Equity Shares, Face Value and Issue price have been adjusted for Share Split. Our company has split the face value of equity shares from Rs. 100 per share to Rs. 10 per share vide special resolution passed in Extra Ordinary General Meeting held on March 27, 2024.

c) Price Per Share based on last five primary or secondary transactions:

Information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group Entity or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions, is as below.

Primary transactions: Except as stated below, there have been no primary transactions in the last three years preceding the date of this Draft Red Herring Prospectus.

Date of Allotment	Reason/Nature of Issue	Number of Equity Shares	Nature of Consideration	Face Value (Rs.)	Issue Price (Rs.)	% of Pre-Issue Capital
March 29, 2024	Preferential Allotment	8,54,480	Other than cash (Loan converted to Equity Shares)	10	100	16.88
July 22, 2024	Bonus Issue	33,10,760	Other than Cash	10	-	65.40
December 09, 2024	Preferential Allotment	96,000	Cash	10	221	1.90

Secondary Transactions: Except as stated below, there have been no secondary transactions in the last three years preceding the date of this Draft Red Herring Prospectus.

Date of Transfer	Reason/Nature of Transfer	Number of Equity Shares*	Nature of Consideration	Face Value (Rs.)*	Issue Price (Rs.)*	% of Pre-Issue Capital
June 27, 2024	Transfer of equity shares from Buta Singh to Prayank Gupta & Sons HUF.	25,000	Cash	10	100	0.49



	Transfer of equity shares from Mohit Kumar to Prayank Gupta & Sons HUF.	7,300	Cash	10	100	0.14
	Transfer of equity shares from Vinay Kumar to Prayank Gupta & Sons HUF.	40,000	Cash	10	100	0.79
	Transfer of equity shares from Ramkaran to Mahesh Gupta and Sons HUF.	79,000	Cash	10	100	1.56
	Transfer of equity shares from Mohit Kumar to Himanshu Gupta.	1,200	Cash	10	100	0.02
August 04, 2022	Transfer of equity shares from Siddarath Bedi to Prayank Gupta.	3,00,450	Cash	10	32.50	5.94
	Transfer of equity shares from Siddarath Bedi to Khushboo Gupta.	1,00,000	Cash	10	32.50	1.98
	Transfer of equity shares from Siddhant Singh Bedi to Mahesh Gupta.	2,00,450	Cash	10	32.50	3.96
	Transfer of equity shares from Siddhant Singh Bedi to Mahesh Gupta.	2,00,000	Cash	10	32.50	3.95

* No of Equity Shares, Face Value and Issue price have been adjusted for Share Split. Our company has split the face value of equity shares from Rs. 100 per share to Rs. 10 per share vide special resolution passed in Extra Ordinary General Meeting held on March 27, 2024.

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

Types of transactions	Weighted average cost of acquisition (Rs. per Equity Share)	Floor price* (i.e. Rs. [●])	Cap price* (i.e. Rs. [●])
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	112.22*	[●]	[●]
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	100.00	[●]	[●]
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph 8(c) above	77.71*	[●]	[●]

*While calculation Weighted average cost of acquisition of primary issuances / secondary transactions, the effect of bonus shares is not taken.

e) Explanation for Issue Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) along with our Company's key performance indicators and financial ratios for the period ended on September 30, 2024 and Fiscals 2024, 2023 and 2022.

[●]*

* To be included upon finalisation of the Price Band and updated in the Prospectus



- f) Explanation for Issue Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) in view of the external factors which may have influenced the pricing of the Issue.

[●]*

** To be included upon finalisation of the Price Band and updated in the Prospectus*

The Issue Price will be [●] times of the face value of the Equity Shares. The Issue Price of Rs. [●] has been determined by our Company in consultation with the BRLM, on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company in consultation with the BRLM, is justified of the Issue Price in view of the above qualitative and quantitative parameters. The trading price of the Equity Shares could decline due to the factors mentioned in the section titled “*Risk Factors*” beginning on page 27 or any other factors that may arise in the future and you may lose all or part of your investments.



STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
Bedi Steels Limited
G.T. Road, Ludhiana, Doraha-141421, Punjab, India

Dear Sir,

Subject - Statement of Possible Tax Benefits (“the statement”) available to Bedi Steels Limited (Formerly known as Bedi Steels Pvt. Ltd.) (“the company”) and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018

We hereby confirm that the enclosed Annexure, prepared by **Bedi Steels Limited (Formerly known as Bedi Steels Pvt. Ltd.)** (‘the Company’), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 (‘the Act’) as amended by the Finance Act 2024, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 (‘GST Act’), as amended by the Finance Act 2024, circular and notifications issued from time to time, i.e., applicable for the Financial Year 2024-25 relevant to the assessment year 2025-26, presently in force in India (together, the ‘Tax Laws’). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

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

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

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

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

Limitations:

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Red Herring Prospectus/ Red



Herring Prospectus/ Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

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

Yours faithfully,

For Jain Mittal Chaudhary & Associates
Chartered Accountants
ICAI Firm Registration Number: 015140N
Peer Review Number: 017045

Sd/-
CA Sanjeev Jain
Partner
Membership Number: 500771

UDIN: 25500771BMGHAD5387

Place: Doraha, Punjab
Date: March 24, 2025



ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS

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

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

A. SPECIAL TAX BENEFITS TO THE COMPANY:

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

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

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

Note:

1. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.
2. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.
3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

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

Yours faithfully,

For Jain Mittal Chaudhary & Associates
Chartered Accountants
ICAI Firm Registration Number: 015140N
Peer Review Number: 017045

Sd/-

CA Sanjeev Jain

Partner

Membership Number: 500771

UDIN: 25500771BMGHAD5387

Place: Doraha, Punjab

Date: March 24, 2025



SECTION VI – ABOUT THE COMPANY

OUR INDUSTRY

The information contained in this section is prepared by Dun & Bradstreet which was appointed by our Company vide engagement letter dated October 09, 2024 has been exclusively commissioned and paid for by our Company in connection with the Issue. Dun & Bradstreet is an independent agency and has no relationship with our Company, its Group Entity, Promoters, Directors, or the Book Running Lead Manager as on the date of this Draft Red Herring Prospectus. For risks in relation to commissioned reports, please refer to the chapter titled “*Risk Factors*” beginning on page 27.

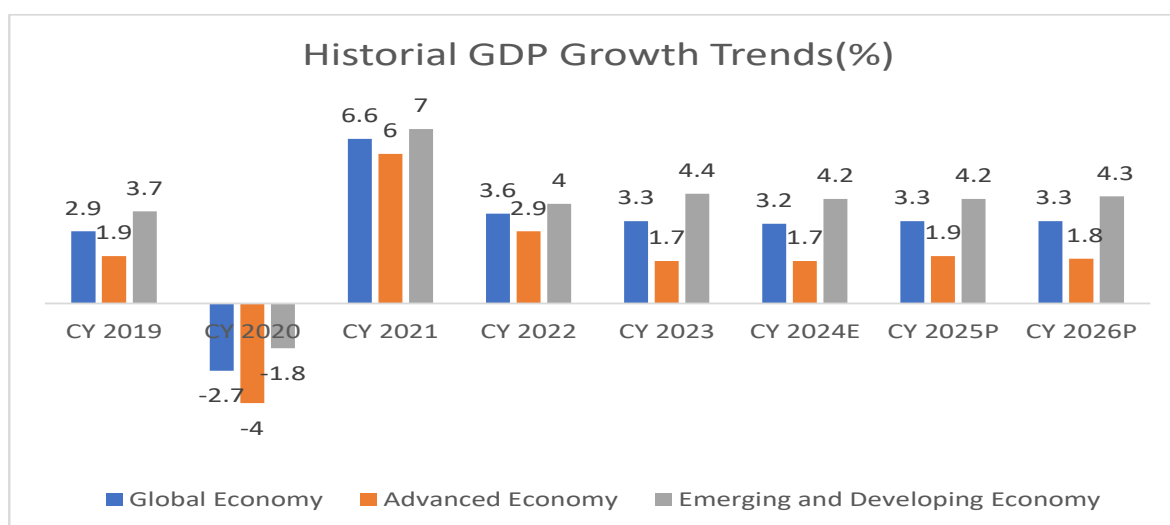
GLOBAL MACROECONOMIC SCENARIO

Global Economic Overview

The global economy, which grew by 3.3% in 2023, is expected to record a sluggish growth of 3.2% in 2024 before rising modestly to 3.3% in 2025. Between 2021-2022, global banks were carrying a historically high debt burden after COVID-19. Central banks took tight monetary measures to control inflation and spike in commodity prices. Russia's war with Ukraine further affected the global supply chains and inflated the prices of energy and other food items. These factors coupled with war-related economic sanctions impacted the economic activities in Europe. Any further escalation in the war may further affect the rebound of the economy in Europe.

While China, the largest manufacturing hub of world, was facing a crisis in the real estate sector and prices of properties were declining between 2020 - 2023, with the reopening of the economy, consumer demand is picking up again. The Chinese Government took several steps to help the real estate sector including cracking down on debt-ridden developers, announcing stimulus for the sector and measures to encourage the completion and delivery of unfinished real estate projects. The sector is now witnessing investments from developers and demand from buyers.

The year 2024 continued to remain a challenging year marked by uncertainties and transformative shifts. Numerous factors such as high inflation in many economies despite central bank effort to curb inflation, continuing energy market volatility driven by geopolitical tensions particularly in Ukraine and Middle East, and the re-election of Donald Trump as US President extended uncertainty around the trade policies as well as overall global economic growth. High inflation and rising borrowing costs affected the private consumption on one hand while fiscal consolidation impacted the government consumption on the other hand. As a result, global GDP growth is estimated to grow by 3.2% in CY 2024 as compared to 3.3% in CY 2023.



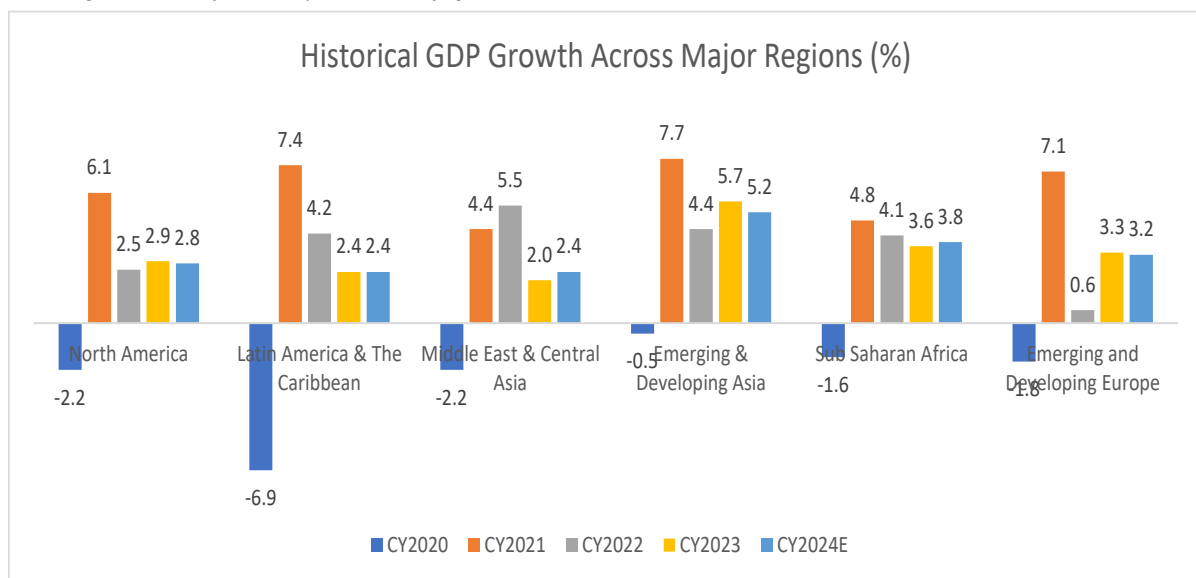
Source – IMF Global GDP Forecast Release January 2025



Note: Advanced Economies and Emerging & Developing Economies are as per the classification of the World Economic Outlook (WEO). This classification is not based on strict criteria, economic or otherwise, and it has evolved over time. It comprises of 40 countries under the Advanced Economies including the G7 (the United States, Japan, Germany, France, Italy, the United Kingdom, and Canada) and selected countries from the Euro Zone (Germany, Italy, France etc.). The group of emerging market and developing economies (156) includes all those that are not classified as Advanced Economies (India, China, Brazil, Malaysia etc.)

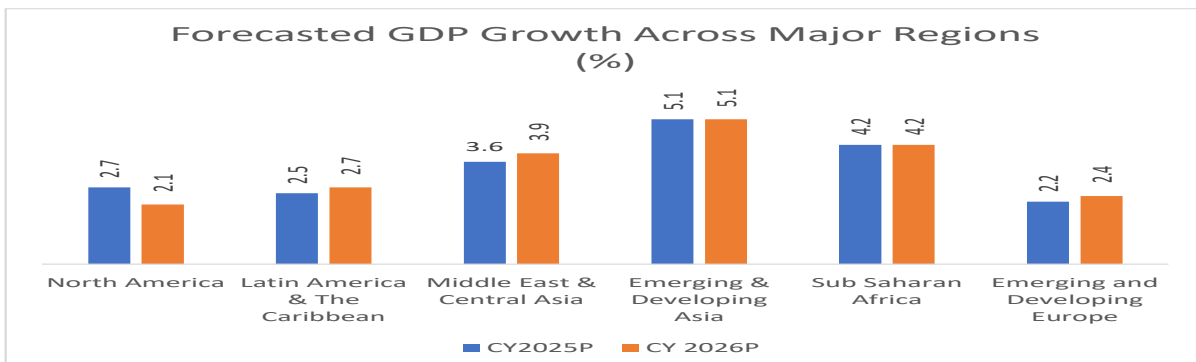
GDP Growth Across Major Regions

GDP growth of major regions including Emerging and Developing Europe, Latin America & The Caribbean, Middle East & Central Asia, and Sub-Saharan Africa, were showing signs of slow growth and recession between 2020 – 2023, but leaving Latin America & The Caribbean, 2024 is expected to show resilience and growth. Meanwhile, GDP growth in Emerging and Developing Asia (India, China, Indonesia, Malaysia, etc.) is expected to decrease from 5.2% in CY 2024 to 5.1% in CY 2025, while in the North America, it is expected to decrease from 2.8% in CY 2024 to 2.7% in CY 2025.



Source-IMF World Economic Outlook January 2025 update.

Except for Emerging and Developing Asia, Emerging and Developing Europe and North America, all other regions are expected to record an increase in GDP growth rate in CY 2025 as compared to CY 2024. Further, growth in the United States is expected to come down at 2.7% in CY 2025 due to lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labour markets slowing aggregate demand. India and China saw greater-than-anticipated growth in 2023 due to heightened government spending and robust domestic demand, respectively. Sub-Saharan Africa's expected growth in 2024 is attributed to the diminishing negative impacts of previous weather shocks and gradual improvements in supply issues.



Source-IMF, OECD, and World Bank, D&B Estimates



Global Economic Outlook

As 2025 begins, there is some uncertainty due to the likely shift in policy following numerous elections around the world. New policies could lead to new trajectories for inflation, borrowing costs, and currency values, as well as trade flows, capital flows, and costs of production. Meanwhile, governments and central banks continue to navigate a balance between a desire to suppress inflation and a goal to boost growth.

Real GDP in advanced economies is projected to grow 1.9% in 2025, up from 1.7% in 2024. In the US, economic activity is expected to remain robust, supported by solid income and productivity, even as real GDP growth slips from 2.8% in 2024 to 2.1% in 2025. In Europe, steady income growth and falling interest rates should drive stronger consumer spending growth and a modest recovery in investment. Real GDP growth in Japan is likely to rebound toward 1.1% driven by a gradual acceleration in real wages and consumer spending. Additionally, real GDP growth in mainland China slowing to 4.6% in 2025 as structural property sector and demographic challenges will restrain economic activity despite fiscal and monetary policy support. India should remain a bright spot, with real GDP growth expected at 6.5%, driven by public investment and strong domestic demand. Latin America is expected to see a mildly stronger expansion, despite a notable slowdown in growth in Brazil.

The emerging markets that have advantageous locations and preferential trade agreements across major blocs will grow. India, Saudi Arabia, Mexico, Brazil, the United Arab Emirates and Southeast Asian economies will benefit from maintaining or developing strong trade and investment relations across geopolitical blocs. India will continue to foster trade and investment ties across geopolitical divides while being a critical driver of South-South trade. Southeast Asia is likely to remain the top destination for foreign investment among emerging markets. In the US, protectionist measures will be used in a transactional manner to extract trade, immigration, drug traffic control, defence spending and other political concessions from trading partners. We anticipate targeted tariffs on trading partners. However, we note that a scenario factoring 60% tariffs on Chinese imports and a 10% universal tariff on all imports from other US trading partners (assuming proportional retaliation against US exports) would reduce global GDP by 1.4% after two years, with GDP in the US, mainland China, Mexico and Canada reduced by 2.0% to 3.0%. In Europe, the European Commission will also make increasing use of trade-defensive tools such as tariffs and step up scrutiny of foreign direct investments in strategic sectors. And, in emerging countries, this trend will increasingly manifest in resource nationalism, as governments from Mexico to Indonesia seek greater state involvement in the resources sector or higher value-added process to occur domestically.

Global inflation is expected to decline steadily, to 4.2% in 2025 and to 3.5% in 2026 still somewhat higher than the 3.1% pace in 2019. In advanced economies, where inflation surged to multidecade highs following the pandemic, price pressures are expected to moderate but remain uneven. Wage cost pressures, potential tariffs and limited innovation undermining global competitiveness in some sectors are likely to persist across European economies and the UK. In the US, we expect the moderating trend in inflation will remain in place through early 2025, though it could then change as deregulation, potential immigration restrictions and tariffs lead to a renewed inflation impulse. In contrast to President-elect Trump's first term, these inflationary pressures would come in a new paradigm defined by fragile supply conditions, elevated geopolitical tensions and structural upside risks to inflation. Geopolitical tensions such as the wars in Ukraine and the Middle East could further exacerbate inflation volatility, particularly in energy and agricultural commodities.

Mainland China will face a different macroeconomic challenge: the risk of deflation due to subdued consumer spending trends, cautious business investment and ongoing deleveraging in the property sector. This has prompted authorities to announce stimulus measures to prevent exacerbating deflationary pressures. Indeed, deflation could slow the economic recovery by delaying consumer purchases, eroding corporate revenues and worsening real debt burdens, particularly if property sector weakness and slowing exports continue to weigh on private sector confidence. Emerging markets will grapple with the challenge of curbing inflation while contending with fragile supply chains, volatile commodity prices and foreign exchange fluctuations. Several Asian emerging economies, including India and Indonesia, are better positioned to maintain price stability due to proactive fiscal measures and monetary prudence. The combination of a diversified supply base that mitigates reliance on external inputs and importing deflation from China should further support disinflation.



India Macroeconomic Analysis

In India, growth is expected to decelerate to 6.5% in FY 2024 from 8.2% in FY 2023, reflecting a slowdown in investment and weak manufacturing growth. However, services activity has been steady, while growth in the agricultural sector has recovered. Private consumption growth has remained resilient, primarily driven by improved rural incomes accompanied by a recovery of agricultural output. In contrast, higher inflation and slower credit growth have curbed consumption in urban areas.

Country	Real GDP Growth (CY 2023)	Estimated GDP Growth (CY 2024)	Projected GDP Growth (CY 2025)	Projected GDP Growth (CY 2026)
India	8.2%	6.5%	6.5%	6.5%
China	5.2%	4.8%	4.6%	4.5%
Russia	3.6%	3.8%	1.4%	1.2%
Brazil	3.2%	3.7%	2.2%	2.2%
United States	2.9%	2.8%	2.7%	2.1%
Japan	1.5%	-0.2%	1.1%	0.8%
Canada	1.5%	1.3%	2.0%	2.0%
France	1.1%	1.1%	0.8%	1.1%
Italy	0.7%	0.6%	0.7%	0.9%
South Africa	0.7%	0.8%	1.5%	1.6%
United Kingdom	0.3%	0.9%	1.6%	1.5%
Germany	-0.3%	-0.2%	0.3%	1.1%

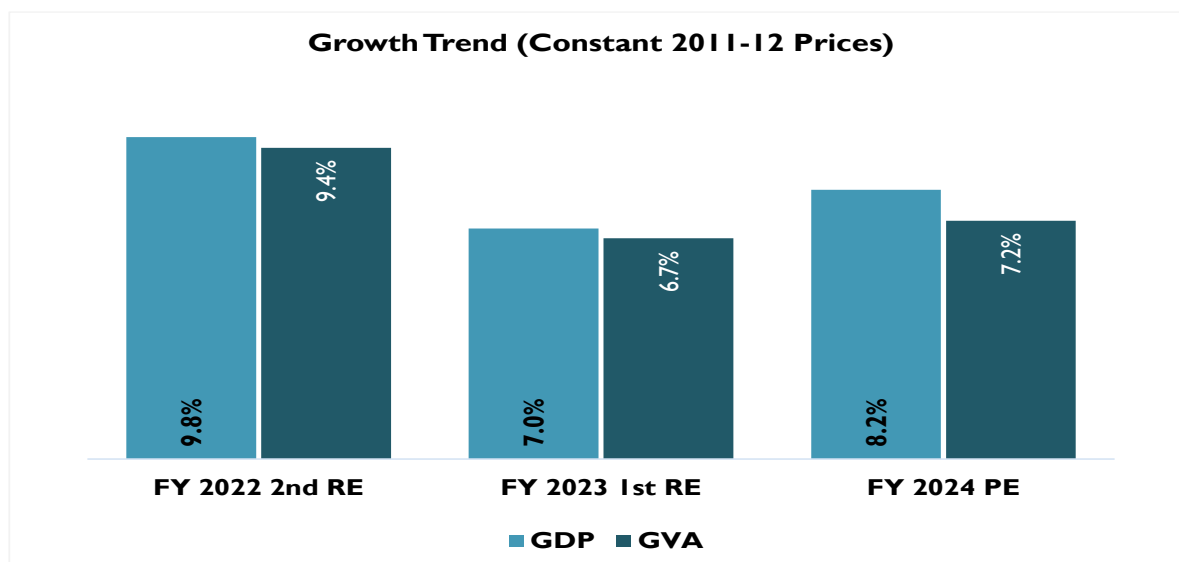
Source-IMF World Economic Outlook January 2025 update.

Countries considered include - Largest Developed Economies and BRICS (Brazil, Russia, India, China, and South) Countries have been arranged in descending order of GDP growth in 2023).

There are few factors aiding India's economic recovery – notably its resilience to external shocks and rebound in private consumption. This rebound in private consumption is bringing back the focus on improvements in domestic demand, which together with revival in export demand is a precursor to higher industrial activity. Already the capacity utilization rates in Indian manufacturing sector are recovering as industries have stepped up their production volumes. As this momentum sustains, the country may enter a new capex (capital expenditure) cycle. The universal vaccination program by the Government has played a big part in reinstating confidence among the population, in turn helped to revive private consumption. Realizing the need to impart external stimuli, the Government stepped up its spending on infrastructure projects which in turn had a positive impact on economic growth. The capital expenditure of the central government increased by 11.1% increase in capital expenditure (budget estimates), to the tune of INR 11.11 trillion in the Union Budget 2024-2025 constituting 3.4% of the GDP. The improvement was accentuated further as the Budget 2025-2026 announced an 10% increase in capital expenditure, coupled with INR 1.5 trillion in interest-free loans to states. This has provided much-needed confidence to the private sector, and in turn, expected to attract the private investment.

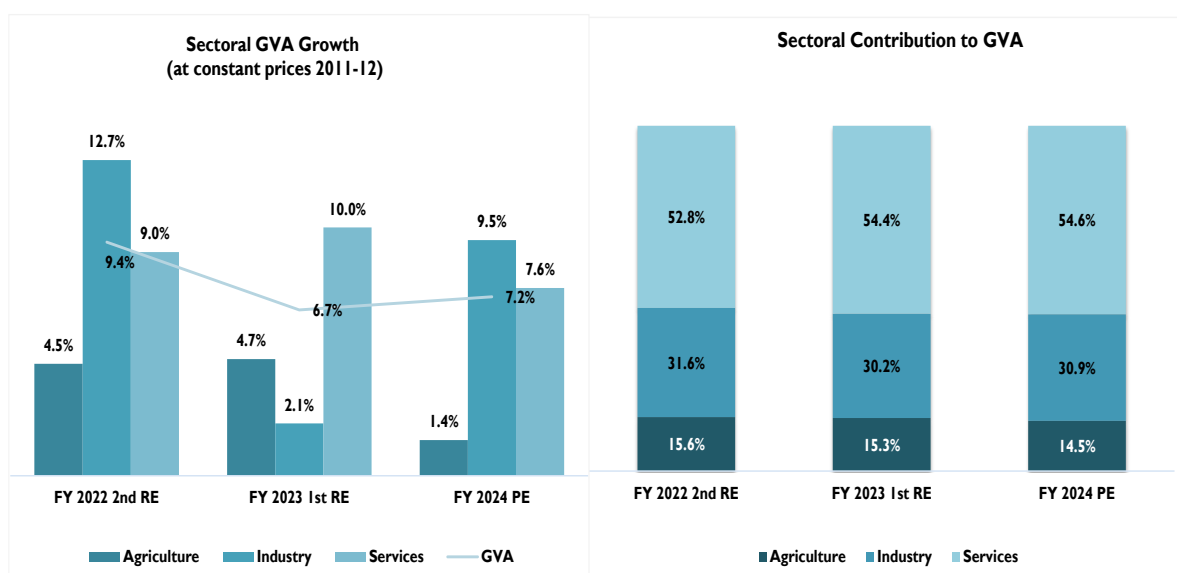
Historical GDP and GVA Growth trend

As per the provisional estimates 2023-24, India's GDP in FY 2024 grew by 8.2% compared to 7.0% in the previous fiscal on the back of solid performances in manufacturing, mining, and construction sectors. The year-on-year increase in growth rate is also partly due to by a strong growth in investment demand led by public capital expenditure.



Source: Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics, 2023-24

Sectoral Contribution to GVA and annual growth trend



Source: Ministry of Statistics & Programme Implementation (MOSPI)

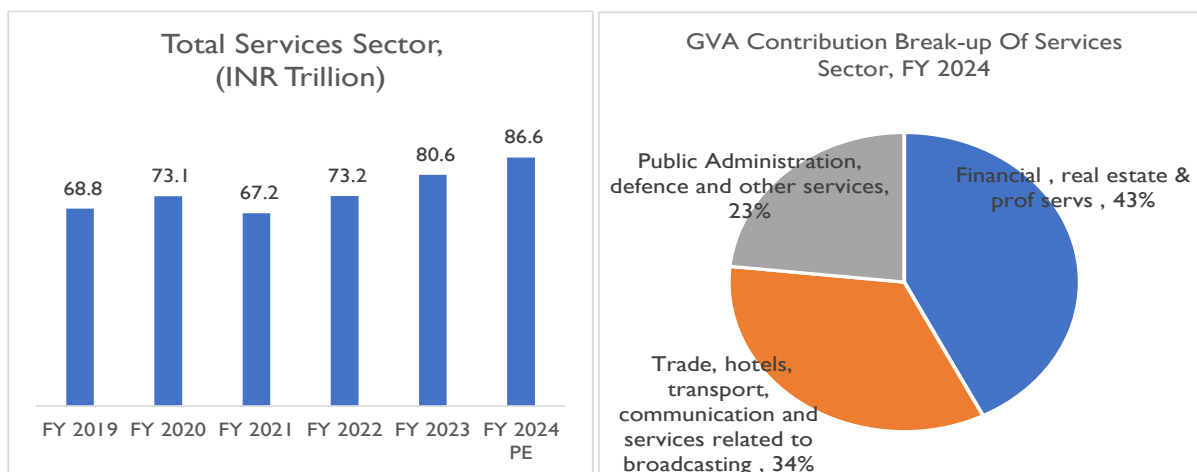
Sectoral analysis of GVA reveals industrial sector recovered sharply registering 9.5% y-o-y increase in FY 2024 against 2.1% in the previous fiscal. In the industrial sector, growth across major economic activity such as mining, manufacturing and construction sector rose significantly and it registered a growth of 7.1%, 9.9% and 9.9% in FY 2024 against a y-o-y change of 1.9%, -2.20%, and 9.44% in FY 2023, respectively. Utilities sector observed a marginal moderation in y-o-y growth to 7.5% against 9.44% in the previous years.

Talking about the services sector's performance, with major relaxation in covid restriction, progress on COVID-19 vaccination and living with virus attitude, business in the service sector gradually returned to normalcy in FY 2023. Economic recovery was supported by the service sector as individual mobility returned to the pre-pandemic level. The trade, hotel, transport, communication, and broadcasting segment continued to strengthen in FY 2023 and grow in FY 2024, although the growth hasn't shown substantial increases. In FY 2024, services sector grew by 7.6% against 10% y-o-y growth in the previous year.



Expansion in Service Sector

Services sector is a major contributor to the country's overall economic growth. In absolute terms, services sector GVA has increased from INR 68.78 trillion in FY 2019 to INR 86.6 trillion in FY 2024 (as per the provisional estimated), registering a CAGR of nearly 5%. Within Services sector, the GVA by financial, real estate and professional services-the largest contributing segment observed 6.3% CAGR while Public Administration, defence and other services¹ observed 4.5% CAGR and Trade, hotels, transport, communication, and services related to broadcasting witnessed 3.1% CAGR between FY 2019-24.



Sources: MOSPI, CMIE Economic Outlook and Dun & Bradstreet Research Estimates^{2F}

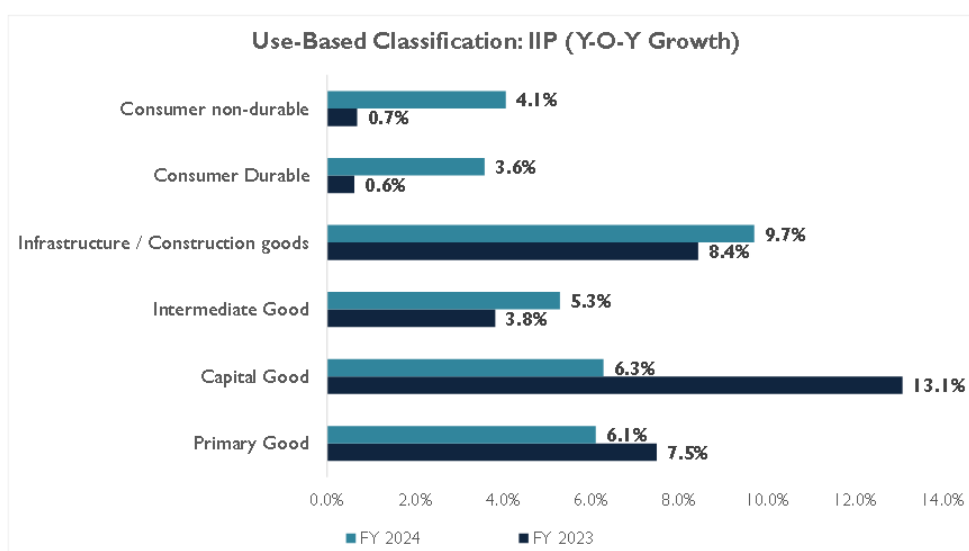
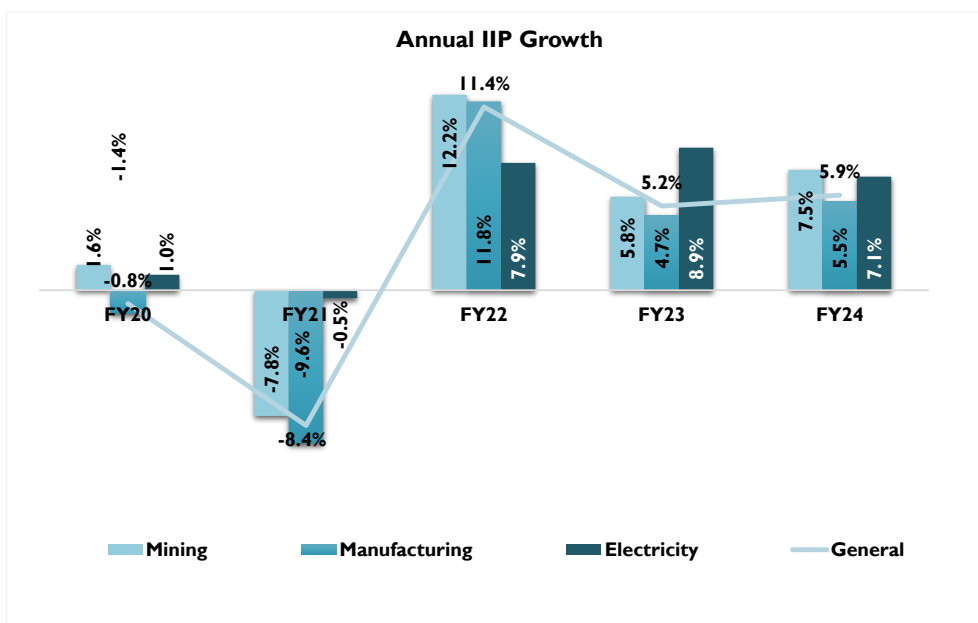
India's HSBC Services Purchasing Managers' Index, an important indicator to track service sector performance, measured 60.3 in July 2024 against 60.5 in the previous month. Since August 2021, the services sector has consistently remained above the threshold of 50, which distinguishes growth from contraction.

IIP Growth

Industrial sector performance as measured by IIP index; in FY 2024 it is growing at 5.9% (against 5.2% in FY 2023). Previously IIP index exhibited temporary recovery in FY 2022 from the low of Covid induced slowdown in industrial growth during FY 2020 and FY 2021. Manufacturing index, with 77.6% weightage in overall index, grew by 5.5% in FY 2024 against 4.7% y-o-y growth in FY 2023 while mining sector index too grew by 7.5% in FY 2024 against 5.8% in the previous years. Mining & manufacturing both shown improvement according to previous except the Electricity sector Index, witnessed an improvement of 7.1% in FY 2024 against 8.9% in the previous year.

¹ Other services include Education, Health, Recreation, and other personal services.

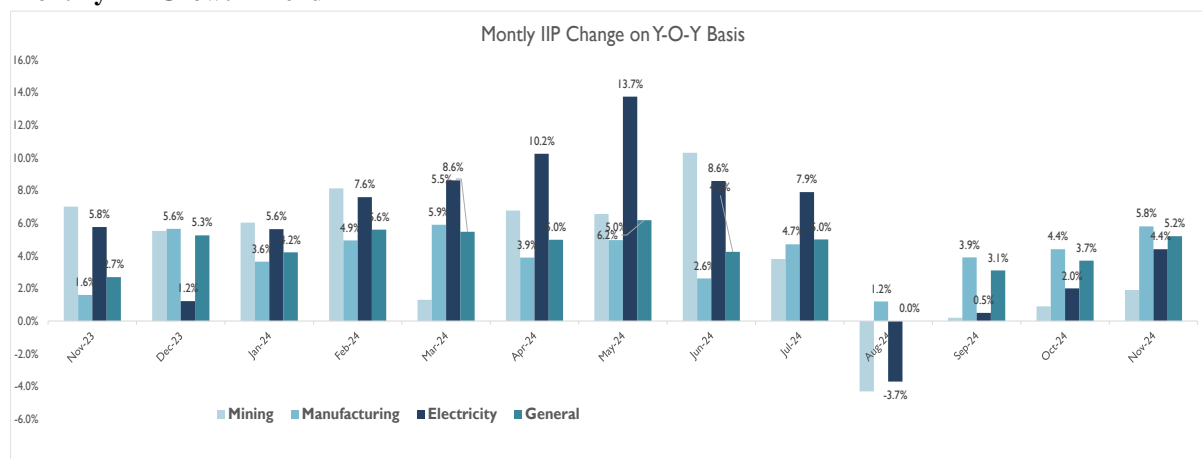
² Projection as Based on CMIE Growth rate till FY 2029 and FY 2030 is based on Dun & Bradstreet assumption.



Source: Ministry of Statistics & Programme Implementation (MOSPI)

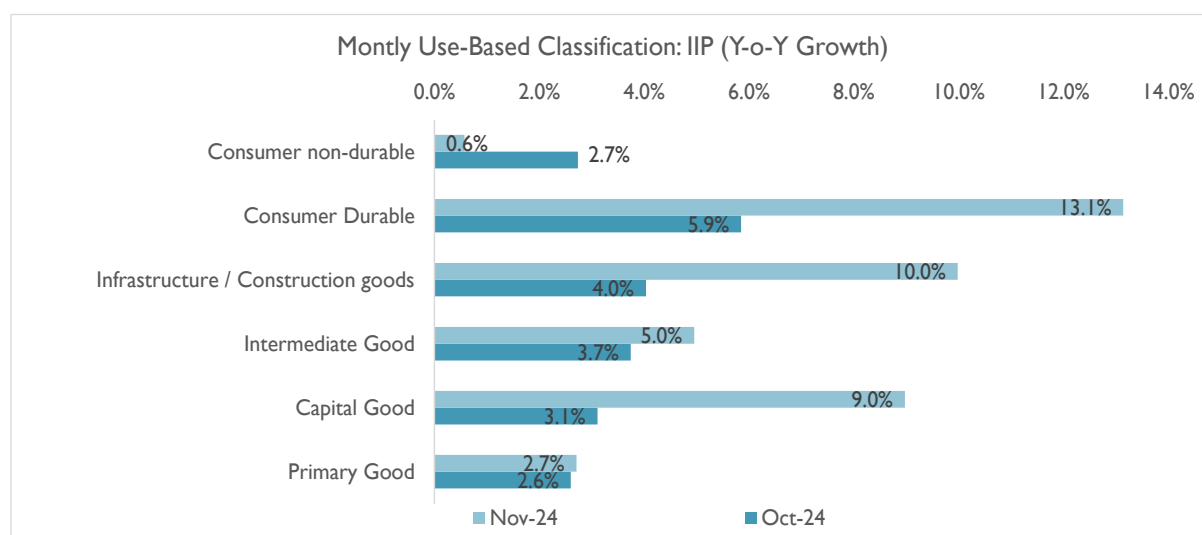
As per the use-based classification, most segments have shown growth for FY 2024 compared to FY 2023. Capital good and primary goods were segments which faced less growth as compared to previous year. The contracting IIP data points towards adverse operating business climate as global headwinds, high inflation, and monetary tightening cumulatively impacted the broader industrial sector performance. In contrast all the segments except the above two have shown growth.

Monthly IIP Growth Trend



Source: Ministry of Statistics & Programme Implementation (MOSPI)

In the current fiscal FY 2025, the monthly IIP measured index has reported steady improvement over the last fiscal. Overall IIP index grew by 5.2% in November 2024 against 2.3% y-o-y growth observed in November 2023. However, the mining sector index growth slowed to 1.9% in November 2024, against 7.0% y-o-y growth in November 2023 while the manufacturing sector index exhibited substantial improvement and they grew by 5.8% in November 2024 against 1.6% in November 2023, respectively.



Sources: MOSPI

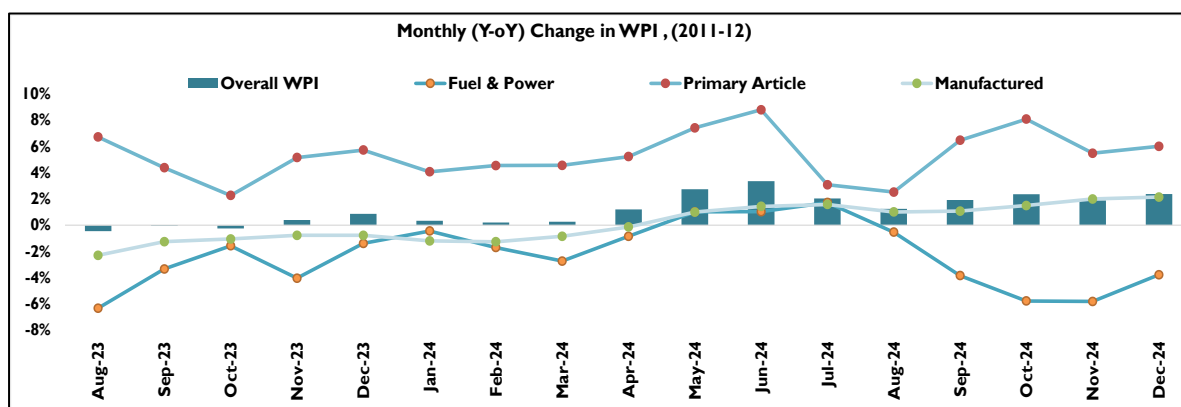
As per the use-based classification, growth in all segments excluding consumer non-durable increased in November 2024 as compared to the previous month. Growth in consumer non-durable segment slowed in November 2024 to 0.6% as against 2.7% in October 2024.

Inflation Scenario

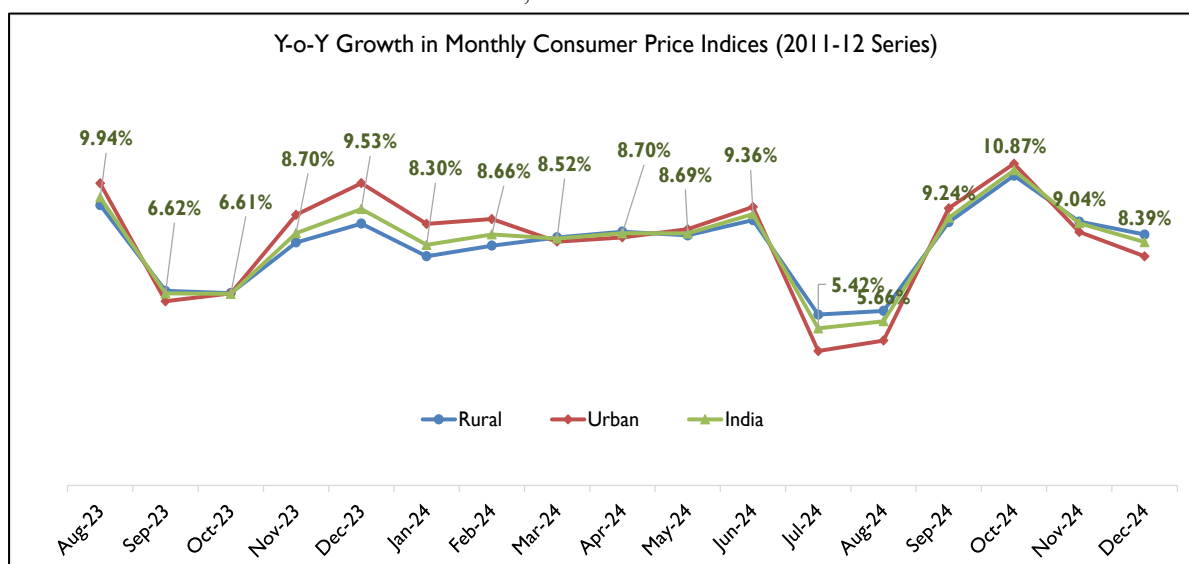
The inflation rate based on India's Wholesale Price Index (WPI) exhibited significant fluctuations across different sectors from August 2023 to December 2024. Overall WPI number measured 2.4% in December 2024. Positive rate of inflation in December 2024 is primarily due to increase in prices of food articles, manufacture of food products, other manufacturing, manufacture of textiles and non-food articles etc. By December 2024, Primary Articles WPI inflation moderated compared to October prices level but increase marginally compared to the previous month and measured 6.0%. The Price of food articles (-3.08%) and crude petroleum & natural gas (-2.87%) decreased in December 2024 compared to the previous month i.e. November 2024. However, the Price of non-food articles grew by 2.53% and minerals by 0.48% in December 2024 as compared to November 2024.



Moreover, power & fuel, the index for this major group increased by 1.90% to 149.9 in December 2024 from 147.1 in the month of November 2024. Price of electricity (8.81%) and coal (0.07%) increased in December 2024. The price of mineral oils (-0.06%) decreased in December 2024 as compared to November 2024.



Source: MOSPI, Office of Economic Advisor.



Source: MOSPI, Office of Economic Advisor

Retail inflation rate (as measured by the Consumer Price Index) in India showed notable fluctuations between August 2023 and December 2024. Rural CPI inflation peaked at 9.67% in August 2023, declining to 8.65% in December 2024. Urban CPI inflation followed a similar trend, rising to 10.42% in August 2023 and then dropping to 7.90% in December 2024. Overall, the national CPI inflation rate increased to 9.94% in August 2023 but moderated to 8.39% by December 2024, indicating a gradual easing of inflationary pressures across both rural and urban areas. CPI measured above 6% tolerance limit of the central bank since July 2023. As a part of an anti-inflationary measure, the RBI has hiked the repo rate by 250 bps since May 2022 to the current 6.5% while it has been holding the rate at 6.5% since 8 Feb 2023.

Growth Outlook

India's H1 FY2024-25 GDP slowdown is cyclical, driven by credit tightening and delayed fiscal spending, but strong fundamentals should support growth in the second half of the fiscal year. Politically, the continuation of the National Democratic Alliance (NDA) government signals sustained reforms, with optimism around labour and land reforms. The government is also taking steps to control retail inflation by managing food prices and import duties. Retail inflation eased to 5.2% y/y in December, down from 5.5% in November as vegetable prices moderated following a bumper summer harvest and favourable monsoon. Still-high food prices and geopolitical



tensions continue to pose risks to inflation and growth. High retail credit and rising unsecured loans signal consumption-driven borrowing, yet urban demand remains under pressure. Rural demand has shown resilience, benefitting from favourable monsoons, robust agricultural output and elevated food prices. The RBI's September economic review highlighted a contrasting trend in rural and urban consumption demand in H1 FY2024- 25, with rural demand remaining robust, while urban demand showed weakness.

On external front, the global business environment remains cautious, with geopolitical tensions, particularly in Gaza, posing potential risks to global stability. In mid-January 2025, the Indian rupee dropped below INR 86.6 USD, due to strong dollar demand from foreign banks, likely due to outflows from equities and the weakness in regional peers as the dollar strengthened. Rupee continued to face pressure due to sustained foreign fund outflows and the broad strength of the American currency in the overseas markets due to unabated dollar demand from oil importers and weak risk appetite

Looking ahead to 2025, India's projected GDP growth of 6.5%³ stands out as the fastest among major emerging markets, significantly outpacing China's 4.6%, and Brazil's 2.2%. This robust growth trajectory is expected to sustain at 6.5% annually from 2025 to 2026, reflecting strong economic fundamentals and continued momentum.

This decent growth momentum in near term CY 2025 is accompanied by a slowdown in inflation, as well as various other factors in the medium to long term that will support the economy. These include enhancements in physical infrastructure, advancements in digital and payment technology, improvements in the ease of doing business and a higher quality of fiscal expenditure to foster sustained growth.

On the demand side, improving employment conditions and moderating inflation are expected to stimulate household consumption. Further, the investment cycle is gaining traction, propelled by sustained government capital expenditure, increased capacity utilization and rising credit flow.

From uplifting the underprivileged to energizing the nation's infrastructure development, the Government has outlined its vision to propel India's advancement and achieve a 'Viksit Bharat' by 2047 in the interim budget announced on 1st Feb 2024. The Union Budget for FY26, which takes a balanced approach to sustaining economic momentum. With a focus on stimulating demand, driving investment and ensuring inclusive development, the budget introduces measures such as tax relief, increased infrastructure spending and incentives for manufacturing and clean energy. These initiatives aim to accelerate growth while maintaining fiscal discipline, reinforcing India's long-term economic resilience. The expansion of tax relief i.e zero tax liability for individuals earning up to INR 12 lacs annually under the new tax regime is expected to strengthen household finances and, consequently, boost consumption.

Industry Overview of Alloy Steel Industry in India

The Indian alloy steel industry plays a critical role in the broader steel sector, serving vital industries such as automotive, construction, infrastructure, and aerospace. Alloy steel is produced by adding alloying elements like chromium, nickel, manganese, molybdenum, vanadium, and silicon to carbon steel, enhancing specific properties such as strength, hardness, toughness, and corrosion resistance. India's alloy steel production has witnessed steady growth, driven by rising demand in end-use industries and increased investments in infrastructure and manufacturing.

The alloy steel industry in India plays a pivotal role in the broader steel sector, characterized using specific alloying elements to enhance the material's properties for high-performance applications. With current consumption at approximately 6.03⁴ million tonnes (MT), the sector has witnessed significant growth driven by rising demand from various industries, including automotive, aerospace, construction, and manufacturing. Alloy steel is recognized for its superior strength, toughness, and wear resistance, making it ideal for critical components in machinery and infrastructure. The government's push for self-reliance in steel production and ongoing infrastructure projects under initiatives like the National Infrastructure Pipeline (NIP) position the alloy steel market for further expansion. Additionally, the industry's focus on innovation and the development of advanced

³ <https://www.imf.org/en/Countries/IND>

⁴ ISA Steel Infra Build Summit 2024 – Deloitte Report



steel grades aligns with global trends toward sustainable practices and high-performance materials. As a result, the alloy steel industry is not only contributing to India's economic growth but is also establishing itself as a key player in the global steel market.

Geographically, demand for alloy steel is heavily concentrated in the northern and western regions of India, with Maharashtra emerging as a key consumer state. The government's push for infrastructure development presents ample opportunities for manufacturers, as ongoing investments in projects such as roads, railways, and urban transport systems are expected to stimulate further consumption of alloy steel. Despite the positive outlook, the industry faces challenges, including fluctuating raw material prices and stringent environmental regulations. Addressing these challenges will be crucial for sustaining growth and expanding production capabilities. As India positions itself as a potential global hub for alloy steel production, strategic diversification into non-automotive sectors will play a vital role in maintaining momentum in the years to come.

Product composition & manufacturing techniques

Alloy steel is differentiated from carbon steel through the addition of various alloying elements, which account for up to 10-50% of the total product composition, depending on the grade. Key alloying elements include:

- Chromium (Cr): Improves corrosion resistance and hardness.
- Nickel (Ni): Enhances toughness, ductility, and resistance to corrosion.
- Molybdenum (Mo): Adds strength and heat resistance.
- Vanadium (V): Increases hardness and wear resistance.
- Manganese (Mn): Improves strength and wear resistance.

Manufacturing Techniques involve two main processes

- Electric Arc Furnace (EAF): Uses scrap steel, reducing energy consumption and enhancing flexibility in producing various alloy grades.
- Basic Oxygen Furnace (BOF): Primarily used for bulk alloy steel production, using pig iron and scrap with controlled alloy additions during refining.

Post-production, steel is processed through

- Hot rolling and cold rolling to obtain semi-finished and finished products.
- Forging for high-strength applications such as automotive parts.

Product attribute (Type / Benefits / Other attributes)

Types: Alloy steels are categorized based on their alloying element concentration:

- **Low Alloy Steel:** Typically contains less than 5% of alloying elements. It is used for structural applications like pipelines, automotive parts, and construction machinery.
- **High Alloy Steel:** Contains more than 5% alloying elements, which includes Carbon, Chromium, Nickel, etc., which is used in high-performance sectors like aerospace and power generation.

Benefits of Alloy Steel:

- Enhanced Strength and Toughness
- Improved Resistance to Wear and Corrosion
- Better Performance at High Temperatures
- Improved Machinability and Weldability

Other Attributes: Alloy steel offers specific properties such as better fatigue life, formability, and resistance to cracking under stress.



Process for Alloy Steel Product

- **Melting and Alloying:** Alloy steel is produced in an EAF or BOF, where raw materials (iron ore, scrap steel, and alloying elements) are melted together.
- **Refining:** After melting, the steel is refined in a ladle to achieve the desired chemical composition.
- **Casting:** The molten steel is poured into Molds to form ingots or continuously cast into slabs, billets, or blooms.
- **Rolling and Forming:** The semi-finished products are then processed further by hot rolling or cold rolling to produce various shapes like bars, plates, rods, etc.
- **Heat Treatment:** The steel is subjected to annealing, normalizing, quenching, or tempering to adjust mechanical properties such as hardness and toughness.
- **Finishing:** The final product is surface treated (polished, pickled, or coated) to improve appearance and corrosion resistance.

Product Mapping of various Semi-finished Alloy Steel Products

Alloy Steel Ingots

Alloy Steel Ingots are a primary semi-finished product produced by Bedi Steels. These large blocks of metal serve as the foundational material for a wide variety of steel products. The ingots are crafted through a meticulous process that combines iron with other elements, such as chromium, nickel, and molybdenum, to enhance their mechanical properties. Once produced, these ingots undergo further processing to be shaped into final products like bars or rods, which are critical in various applications across industries.

Round Bars

Round Bars are versatile steel products predominantly used in the automotive and mechanical sectors. They are essential in forging and machining processes, providing high strength and durability. These bars can be customized to different diameters and lengths, catering to specific engineering requirements. Their applications include manufacturing components such as axles, shafts, and bolts, making them vital for precision engineering and assembly.

Hex Bars

Hex Bars, with their six-sided shape, are known for superior machinability and are widely used in the production of fasteners, gears, and hydraulic fittings. The unique geometry of hex bars allows for efficient gripping and fastening in applications requiring secure connections. Their high tensile strength makes them ideal for use in demanding environments, including automotive assemblies and heavy machinery.

Flat Bars

Flat Bars are highly versatile steel products that find applications in construction, industrial machinery, and equipment fabrication. These bars can be produced in various widths and thicknesses, making them suitable for a range of structural and decorative uses. In construction, flat bars are often utilized as support beams, brackets, and reinforcements, while in manufacturing, they serve as a base for machining components and frames.

RCS/Square Bars

RCS (Round Cornered Square) Bars are primarily used in forging and manufacturing automotive components. Their square shape, with rounded corners, enhances strength while allowing for easier handling during production. These bars are commonly employed in the automotive industry to produce parts that require high durability and reliability, such as chassis and suspension components.



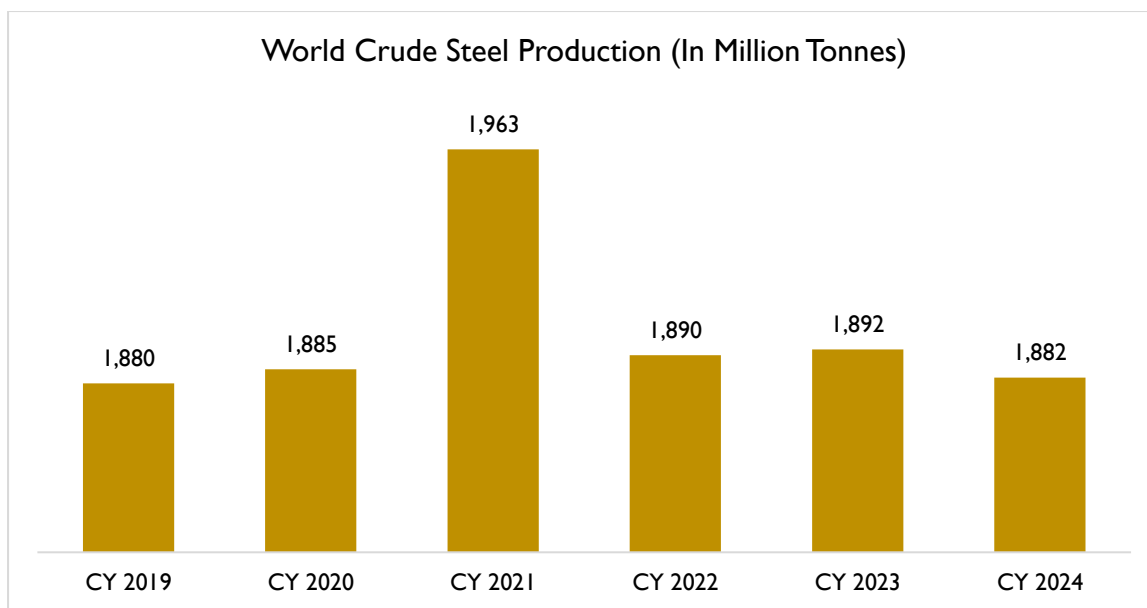
Key Application and Major End Industries

Product	Applications	End Industries
Alloy Steel Ingots	Alloy Steel Ingots serve as the primary semi-finished product that can be further processed into specialized forms such as plates, bars, and rods. These ingots provide the essential base material required for various high-performance steel applications.	Automotive, construction, shipbuilding, and heavy machinery.
Round Bars	Round Bars are highly suitable for producing gears, shafts, axles, and machine parts due to their excellent machinability and strength. These bars can be customized in various diameters and lengths, making them versatile for numerous engineering applications.	Automotive, heavy machinery, railways, and aerospace.
Hex Bars	Hex Bars are ideal for manufacturing precision components such as fasteners, fittings, nuts, bolts, and other mechanical parts. Their unique six-sided shape allows for enhanced gripping and secure connections in assembly processes.	Oil and gas, aerospace, automotive, and construction.
Flat Bars	Flat Bars are widely used in structural applications, construction, and the fabrication of metal parts. Their adaptability in various thicknesses and widths makes them essential in both decorative and functional roles in infrastructure projects.	Infrastructure, shipbuilding, construction equipment.
RCS/Square Bars	RCS (Round Cornered Square) Bars are extensively used in forging processes for creating crankshafts, connecting rods, and other mechanical components. Their shape provides a balance of strength and versatility in manufacturing automotive and railway parts.	Automotive, railways, power generation.

Global Steel Production

The global steel production landscape from CY 2019 to CY 2024 illustrates a mixed trend, shaped by evolving market conditions and broader economic factors. Output peaked at 1,963 million tonnes in CY 2021, followed by a notable year-over-year (YoY) decrease of approximately -3.72% in CY 2022, reaching 1,890 million tonnes. By 2023, production recorded a slight uptick to 1,892 million tonnes, reflecting a marginal growth of around 0.11%. However, the forecast for CY 2024 shows a modest decline to 1,882 million tonnes, indicating a YoY drop of about -0.53%.

These shifts suggest that while certain markets, including emerging economies, continue to drive demand, broader global economic uncertainties and slower industrial activity could limit the extent of any recovery. External pressures such as supply chain disruptions and energy costs remain influential, underscoring the industry's sensitivity to global macroeconomic trends.



Source: World Steel Association

Several key factors are influencing the steel industry's outlook. Economic conditions remain a major concern, as the global slowdown impacts manufacturing sectors in key markets. This is particularly evident in China, where ongoing economic issues are expected to constrain both steel prices and production capacity. Meanwhile, there is a notable shift towards sustainability in the steel industry, with increasing demand for low-CO₂ steel production methods, such as electric arc furnace (EAF) technology, signalling a transition towards greener practices.

Regionally, the Asia-Pacific continues to dominate global steel production, with China maintaining over 54% of global output. India is emerging as a key player, supported by increased investments aimed at enhancing its alloy steel capabilities. While emerging markets like India and Southeast Asia are expected to see robust demand due to infrastructure development, the global steel industry faces ongoing challenges from fluctuating demand, supply chain disruptions, and environmental regulations. These challenges, combined with price volatility and the possibility of overcapacity, particularly if demand from China continues to wane, are likely to influence the industry's growth trajectory through 2025 and beyond.

India positioning in global steel industry

India holds a prominent position in the global steel industry, ranking as the second-largest producer of crude steel in the world, following China. With a production of 149.4 million tonnes in CY 2024, India has demonstrated significant growth compared to its output of 140.8 million tonnes in the previous year. This 6.11% increase reflects the country's strategic initiatives aimed at enhancing steel production capabilities, supported by the government's push for infrastructural development and urbanization. India's robust demand for steel is driven by its rapidly expanding construction and automotive sectors, positioning the nation as a vital player in meeting the needs of both domestic and international markets.

Country	CY 2023	CY 2024	YoY Growth (%)
China	1 022.5	1,005.09	-1.7%
India	140.8	149.4	6.11%
Japan	87	84	-3.4%
United States	81.4	79.4	-2.4%
Russia	76	70.7	-7.0%

Source: World Steel Association



The Indian steel industry is characterized by a diverse production base, comprising various grades of steel, including carbon steel, alloy steel, and stainless steel. Major steel companies, such as Tata Steel, JSW Steel, and Steel Authority of India Limited (SAIL), are leveraging technological advancements and sustainable practices to increase efficiency and reduce carbon emissions. As part of its commitment to the National Steel Policy, which aims to reach a production capacity of 300 million tonnes by CY 2030, India is focusing on enhancing raw material availability, boosting investment in research and development, and fostering partnerships with global players. This proactive approach not only positions India as a key contributor to global steel supply but also emphasizes its role in driving sustainable development in the steel sector.

India has solidified its position as a major force in the global steel industry, now ranking as the second-largest crude steel producer. In CY 2024, India's crude steel output reached 149.4 million tonnes, a substantial increase from 140.8 million tonnes in 2023, propelled by strong domestic demand and supportive government initiatives. Over the 2020-2024 period, India's steel production grew at a compound annual growth rate (CAGR) of 10.5%, whereas China's growth is -1.4% during the same timeframe.

This growth aligns with the objectives of the National Steel Policy (NSP) 2017, which targets a crude steel capacity of 300 million tonnes by 2030-31, aiming for 255 million tonnes in production, emphasizing self-reliance and sustainability. Complementing this, the Production-Linked Incentive (PLI) Scheme encourages investments in specialty steel, bolstering production capacities. India's finished steel consumption has grown from 136.29 million tonnes in FY24 to 125.42 million tonnes in FY25(April-Jan),⁵ with anticipated higher growth in FY25, according to the Indian Steel Association. With ample iron ore resources, affordable labour, and robust infrastructure projects, India is competitively positioned within the global steel market. This strategic positioning and strong domestic demand underscore India's expanding influence in the steel sector, supporting economic growth and industrial advancement.

Steel Industry in India

India is poised to remain a significant player in the global steel industry, with demand projected to grow by 7.7% in 2024,⁶ surpassing the global growth forecast of 1.9%, according to the Short-Range Outlook from The World Steel Association. The expansion of India's construction sector is largely attributed to increased government spending on infrastructure projects and a resurgence in private investment. This robust infrastructure investment is expected to bolster the capital goods sector as well. Additionally, the automotive sector is anticipated to maintain its healthy growth trajectory, further driving steel demand in the country, as highlighted by world steel.⁷

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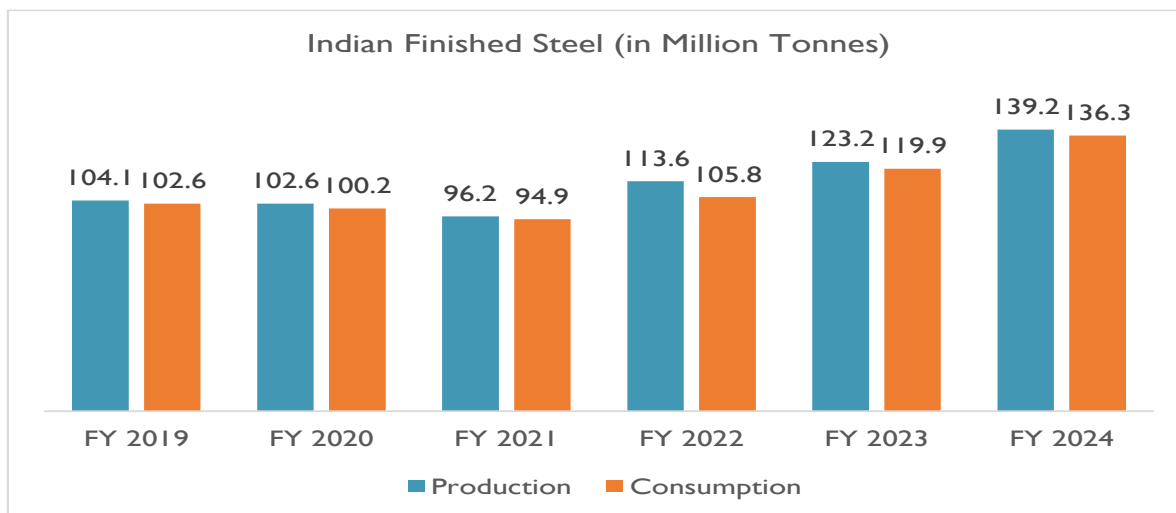
⁵ Ministry of Steel, World Steel Association

⁶ D&B Desk Research, JPC India Steel, Industry Articles

⁷ D&B Desk Research, JPC India Steel, Industry Articles

India's Production and Consumption Scenario

India's steel industry continues to experience substantial growth, affirming its position as the second-largest steel producer globally. As per Ministry of Steel, India's finished steel production also saw significant growth, totalling 139.2 million tonnes in FY2024, a 13% rise from the previous year's output of 123.2 million tonnes.

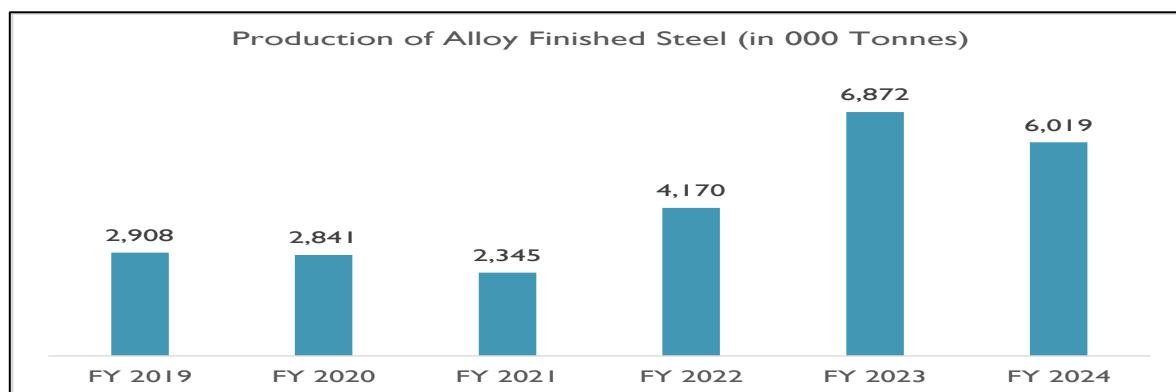


Source: Ministry of Steel, Annual Report

The robust growth in production is underpinned by increased domestic consumption, which rose to 136.3 million tonnes in FY2024, largely driven by heightened demand from the automotive and infrastructure sectors. Key government initiatives, such as infrastructure development projects and the National Steel Policy, which aims to enhance steel manufacturing capacity to 300 million tonnes by 2030, are further propelling this demand. India's domestic consumption of finished steel has been on the rise in recent years, which has led to an increase in imports, while exports have declined compared to 2022 and 2021. In FY 2024, exports reached 7.4 million tonnes, whereas imports were around 8.3 million tonnes, indicating a more balanced trade scenario that reflects the changing dynamics in domestic demand. With these shifts and strategic initiatives in place, India's steel industry is adapting to evolving market conditions and remains well-positioned for future growth.

Alloy finished steel industry: Annual production & consumption scenario in India

The production of finished alloy steel in India has exhibited a dynamic trend over the past few years, marked by fluctuations followed by a significant rise. In FY 2019, alloy steel production stood at 2,908 thousand tonnes, slightly decreasing to 2,841 thousand tonnes in FY 2020 and further to 2,345 thousand tonnes in FY 2021 due to industry slowdowns and global market conditions. However, a strong recovery took place in FY 2022, with production surging to 4,170 thousand tonnes, followed by an exceptional growth in FY 2023, reaching a peak of 6,872 thousand tonnes. Though there was a slight decline in FY 2024 to 6,019 thousand tonnes, the overall production levels remained considerably higher compared to pre-pandemic years, reflecting the industry's growing capacity and resilience.



Source: Ministry of Steel Annual Report, 2024

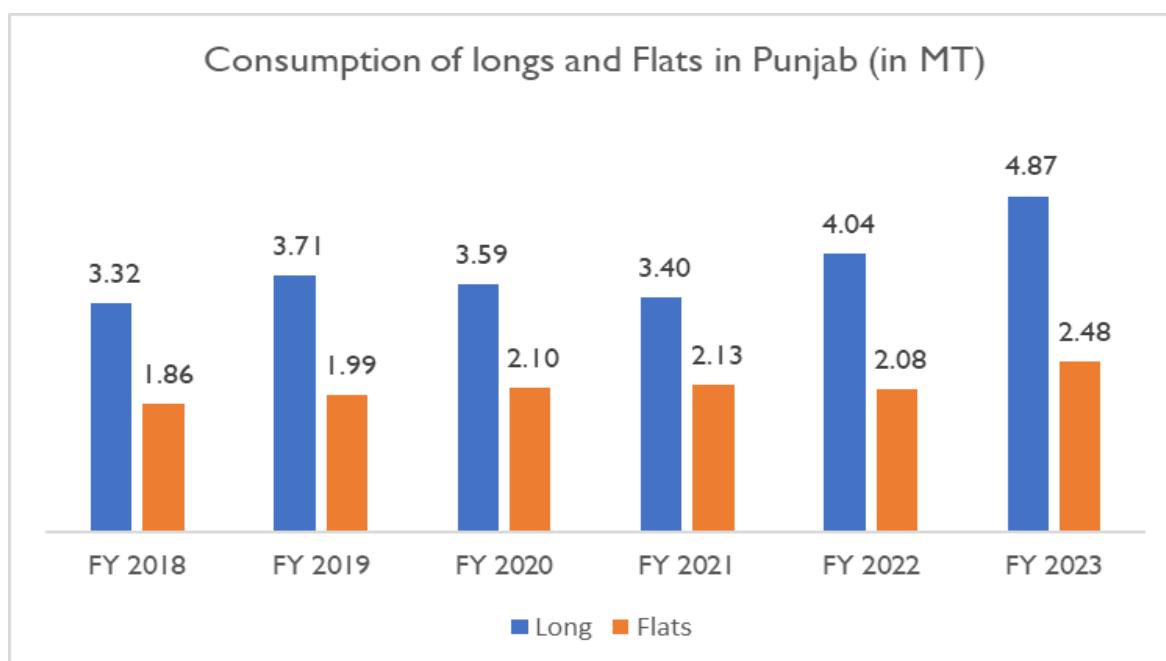


The production of alloy finished steel in India has demonstrated a positive trend, increasing from 2,908 thousand tonnes in FY 2019 to 6,872 thousand tonnes in FY 2023. This growth has resulted in an increase in the percentage of alloy steel production, rising from 3% to 6% during the same period. Although this percentage stabilized at 4% in FY 2024, it highlights the sector's upward trajectory and underscores its potential for continued growth in the coming years.

Over time, the non-flat alloy steel segment has consistently dominated production, accounting for around 88% of total output. Starting at 878 thousand tonnes, non-flat alloy steel production reached 1,509 thousand tonnes in recent years, reflecting a solid growth pattern and indicating its vital role in heavy industries. Meanwhile, flat alloy steel, though contributing a smaller portion, has shown a notable increase, growing from 48 thousand tonnes to 1,054 thousand tonnes, now making up 12% of total production. This upward trend across both product categories points to a sustained expansion, with non-flat steel continuing to lead, while flat products gain momentum in sectors like automotive and appliances.

Regional Scenario: Punjab

Punjab is home to about 3.1 crore people and has a diversified economy based on agriculture, industry, services, and a rich cultural heritage. Today, Mandi-Gobindgarh and Ludhiana are the two principal steel-producing cities in Punjab. It is now known as the “Steel City” or Loha Mandi (in local parlance) of Punjab.



Source: Joint Plant Committee

The consumption of long products has witnessed a CAGR of 7.9% from 3.32 MT in FY 2018 to 4.87 MT in FY 2023. This surge can be attributed due to the increasing government's investment in infrastructure sector such as the average annual construction of new tracks has increased from 29 km between 2009-2014 to 35 km during the 2014-2024 period. Currently, there are 12 ongoing projects aimed at constructing new tracks across a total of 1,158 km, with an investment of INR 19,843 crore. These projects are expected to greatly enhance the state's rail network and connectivity. Moreover, since 2014, a total of 366 rail flyovers and under-bridges have been constructed.

Furthermore, the 1,257-km long and 4/6-lane wide Amritsar-Jamnagar Expressway (NH-754) is currently under development in northwest India. The 670 km (420 mi), 4-lane (extendable to 8 lanes), controlled-access Delhi-Amritsar-Katra Expressway is an under-construction mega project in Punjab. Therefore, the infrastructure development is likely to drive the steel demand by requiring it for construction, transportation, and industrial growth.

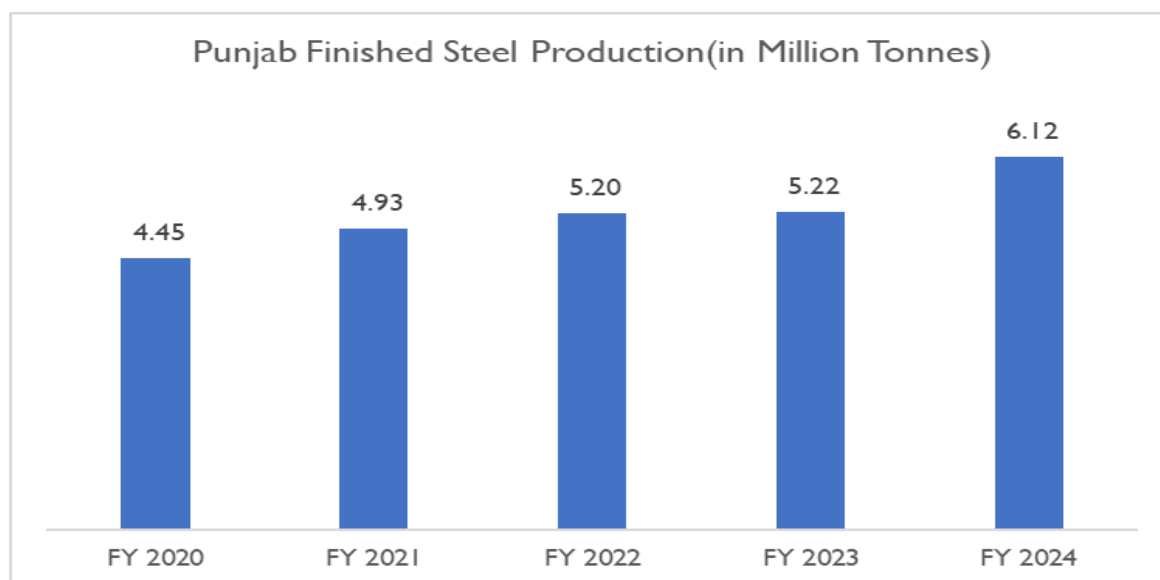


Consumption of steel product categories in Punjab

Product category	Consumption in FY18 (000' Tonnes)	Consumption in FY23 (000' Tonnes)	Growth (CAGR)
Bars and rods	2333	3697	9.64%
Structural	966	1132	3.22%
HR Coils/Sheets	1378	1846	6.02%
CR Coils/Sheets	261	203	-4.90%
GP/GC sheets	113	264	18.50%
Others	102	135	5.77%

Source: Joint Plant Committee

Punjab is a hub of food processing, automotive, and aerospace and defence industry, that drive the demand for various finished steel products. Long products such as bars, rods, rebars and structural steel are essential for constructing food processing facilities and agricultural machinery. Meanwhile, flat products such as plates, sheets, coils, pipes and specialty steel for vehicle armour and weaponry are crucial for manufacturing automobile parts and defence equipment.



Source: Press Information Bureau

The finished steel production has increased from 4.45 million tonnes in FY 2020 to 6.12 million tonnes in FY 2024 at CAGR of 8.3%. This can be attributed to the presence of significant end-use industries. Moreover, Punjab is home to steel plants such as Vardhaman Special Steel, Punjab Steels and ST Steels. The Punjab government has approved the establishment of North India's first Green Steel Plant by a major Indian steel player, with an investment of INR 2600 crore. Another steel player is set to construct a new steel plant in Nichi Mangali, Ludhiana, with capacity of 76,800 tonnes and an investment of INR 29 crore.

Demand Scenario of Major Industries Creating Demand for Alloy Steel in India

The demand for alloy steel in India is significantly driven by several key industries, each contributing to the overall growth of the sector. The architecture, building and construction, kitchenware, process industry, and other industrial sectors are pivotal in shaping this demand landscape.

Architecture, Building & Construction

The architecture, building, and construction sectors are primary consumers of alloy steel, leveraging their strength, durability, and aesthetic appeal. With the Indian government's focus on infrastructure development and housing projects, the construction sector is witnessing robust growth. As part of the National Infrastructure Pipeline (NIP), large-scale projects are projected to require a substantial amount of steel. The current consumption in the building



and construction sector is expected to grow from approximately 49 million tonnes to 84 million tonnes, highlighting a significant upward trend. This sector accounts for a substantial share of steel demand, reflecting a growing recognition of alloy steel's versatility in structural applications.

Construction Sector Performance

Steel consumption in the construction sector has shown a robust increase, adding approximately 23 million tonnes from FY 2014 to FY 2024, achieving a compound annual growth rate (CAGR) of 6.5%. Infrastructure growth, fuelled by government initiatives, has seen an even higher CAGR of around 8.4%, with notable acceleration post-FY 2021. The Union Budget for FY 2024 marked a significant investment in the sector, increasing the capital outlay for infrastructure and construction by 33% to INR10 lakh crore, continuing a three-year trend of increased spending. This substantial funding reflects the government's commitment to the National Infrastructure Pipeline (NIP) and its emphasis on initiatives like "Make in India" and the Production-Linked Incentive (PLI) scheme, which collectively aim to bolster domestic manufacturing and promote self-reliance.

As these sectors continue to expand, the need for quality alloy steel to support complex construction requirements intensifies. The extensive investments in infrastructure underscore a promising growth trajectory for alloy steel demand, driven by the strategic need for resilient and long-lasting materials in India's transformational projects.

Kitchenware

The kitchenware segment is another vital area for alloy steel consumption. The rising trend of urbanization and changing lifestyles have led to increased demand for durable and aesthetically pleasing kitchen products. The global shift towards high-quality metal cookware and utensils has been reflected in India's growing market, where manufacturers are focusing on producing premium kitchenware items. As consumer preferences evolve, the contribution of this sector to alloy steel demand is expected to grow, enhancing its market share.

Process Industry

The process industry, encompassing sectors such as chemicals, pharmaceuticals, and food processing, significantly contributes to the demand for alloy steel. These materials are preferred for their corrosion resistance and ability to withstand high temperatures, making them ideal for various applications in these industries. As India continues to expand its manufacturing capabilities, the need for robust and reliable materials in the process industry will further fuel the consumption of alloy steel products.

Automobile Sector

The automobile industry in India has shown a consistent upward trend in steel consumption, driven by escalating vehicle production and evolving technological advancements. Between FY14 and FY20, steel consumption in the sector increased from 7.4 MT to 10.2 MT, largely attributed to rising domestic and export demands, urbanization, and growing per capita income levels. This demand faced a temporary decline in FY21 due to the COVID-19 pandemic, but quickly rebounded in FY22 with 9.5 MT, eventually surpassing pre-pandemic levels at 13.11 MT in FY23. The growth momentum continued into FY24, where consumption is projected to reach 16.0 MT, reflecting the sector's resilience and expansion.

Key government initiatives have further supported this growth trajectory:

- **Foreign Direct Investment (FDI):** The Indian automobile sector received ~US\$35.65 billion in cumulative equity FDI inflows from April 2000 to December 2023. The government's policy allowing 100% FDI through the automatic route has strengthened both domestic and international confidence, boosting demand for steel components in the sector.
- **Policy Initiatives:** The extension of the Faster Adoption and Manufacturing of Hybrid and Electric Vehicles (FAME) Scheme until March 2024 has incentivized production and adoption of electric vehicles, which rely on high-quality alloy steel for advanced components.



- Overall, the automobile sector's recovery and consistent growth, coupled with supportive policies, continue to drive alloy steel demand, positioning India as a significant player in global automotive production.

Engineering And Packaging Sectors

The engineering and packaging sectors in India have significantly contributed to the demand for alloy steel, largely propelled by transformative policies aimed at enhancing domestic manufacturing. Over the past decade, landmark initiatives such as the National Manufacturing Plan (2012), Make in India (2014), and the National Capital Goods Policy (2016) have improved productivity and competitiveness within the engineering and capital goods sectors. This policy-driven momentum has bolstered demand for high-quality materials like alloy steel, especially in manufacturing equipment and packaging machinery.

Steel consumption within the engineering and packaging sectors increased steadily from 20.7 MT in FY14 to 26.0 MT in FY24, achieving a CAGR of 2.3% with an average annual growth rate of approximately 2.7%. This stable growth reflects robust industrial activities and a consistent expansion in infrastructure development, both of which are key steel demand drivers. These sectors continue to be pivotal in India's industrial ecosystem, underscoring the essential role of alloy steel in supporting resilient and advanced manufacturing capabilities.

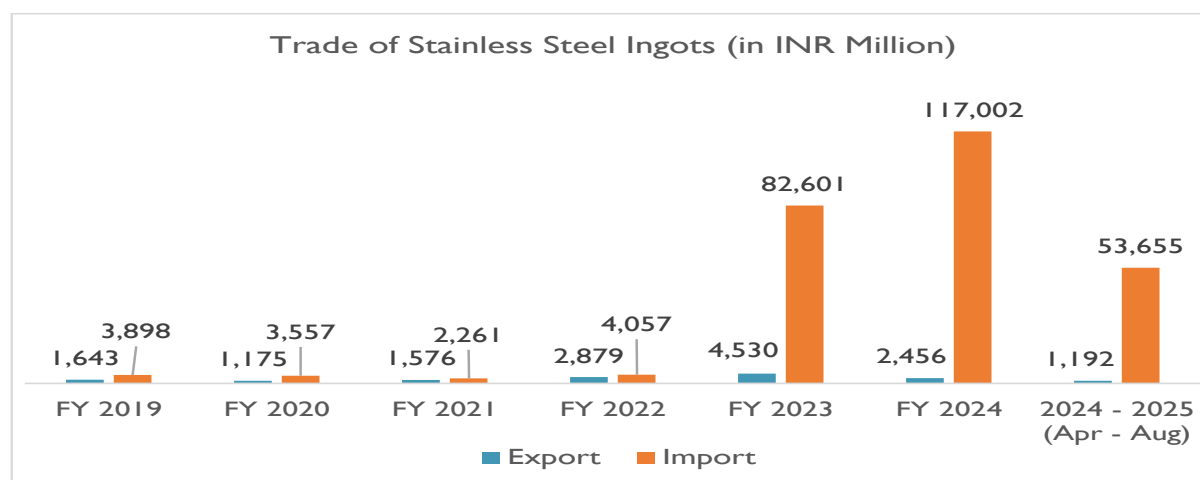
Overall Industrial Sector Growth Performance

In addition to the sectors, other industrial applications such as automotive, railways, and aerospace are crucial for driving demand. The automotive industry, for instance, has been increasingly adopting alloy steel for components that require lightweight yet strong materials. Similarly, the railway sector's push for modernization and expansion also relies on these high-performance steel grades.

Overall, the Indian industrial sector is poised for significant growth, with forecasts indicating that steel consumption will increase across various sectors. The anticipated shift in product category consumption reflects changing dynamics, with longs expected to rise from 55% to 57% by FY34, while flats may decrease from 45% to 43%. As these sectors evolve, the contribution of alloy steel will remain integral to India's economic progress, underpinning a sustainable future in the steel industry.

Trade of Stainless-steel ingots

The trade of stainless-steel ingots in India has experienced notable shifts between FY 2019 and FY 2024. Exports have shown moderate growth with a CAGR of 8%, increasing from 1,643 tonnes in FY 2019 to a peak of 4,530 tonnes in FY 2023. However, FY 2024 saw a significant dip in exports to 2,456 tonnes, possibly due to global economic factors or domestic policy changes. Meanwhile, imports have grown at an extraordinary rate, with a 97% CAGR over the same period. This surge, especially notable in FY 2023 and FY 2024, highlights India's growing reliance on imported stainless steel ingots to meet domestic industrial demand.



Source: Ministry of Commerce, HS code: 7218

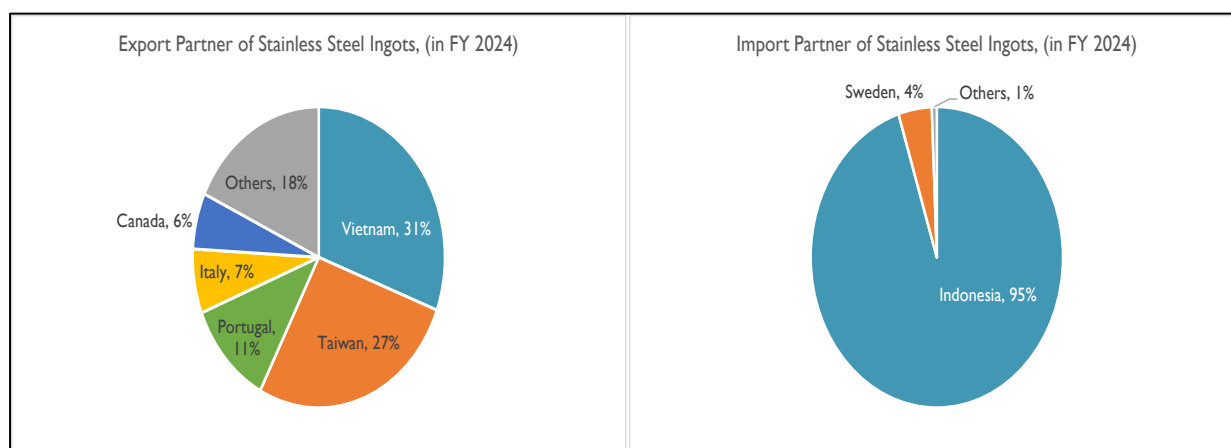


The commodity breakdown for 2023-2024 reveals that semi-finished products of stainless steel dominate trade activity, accounting for 85% of the value in the export segment and an overwhelming 90% of imports. Products with rectangular cross-sections and other semi-finished goods are crucial to this trade, reflecting India's expanding infrastructure and industrial sectors, which demand more specialized stainless-steel materials. Despite ingots and primary forms of stainless steel constituting a small percentage of the trade, they remain essential for industries that require base materials for further manufacturing.

The import surge can be attributed to several factors, including increased demand from sectors such as construction, automotive, and consumer goods, along with India's focus on upgrading its infrastructure. Additionally, India's reliance on high-quality imported stainless steel for certain specialized applications has led to this dramatic rise in imports, particularly in FY 2023 and FY 2024. This trend highlights the evolving dynamics of the stainless-steel industry in India, where domestic production struggles to keep pace with growing demand, prompting an increased dependence on foreign sources.

Trade Partners

In FY 2024, India's stainless steel ingot trade data highlights a strong dependency on a few key export and import partners. On the export front, India's stainless-steel ingots are primarily shipped to a more diverse set of partners. Vietnam leads the export destination list, accounting for 31% of total exports, followed by Taiwan at 27% and Portugal at 11%. Smaller but significant export volumes also go to Italy 7% and Canada 6%, with 18% distributed among other countries. This diversity in export partners suggests that India has a relatively wide market for its stainless-steel ingots, which helps mitigate the risks associated with reliance on a single market. Maintaining these diversified trade relations will be essential for sustaining India's export growth in the future.

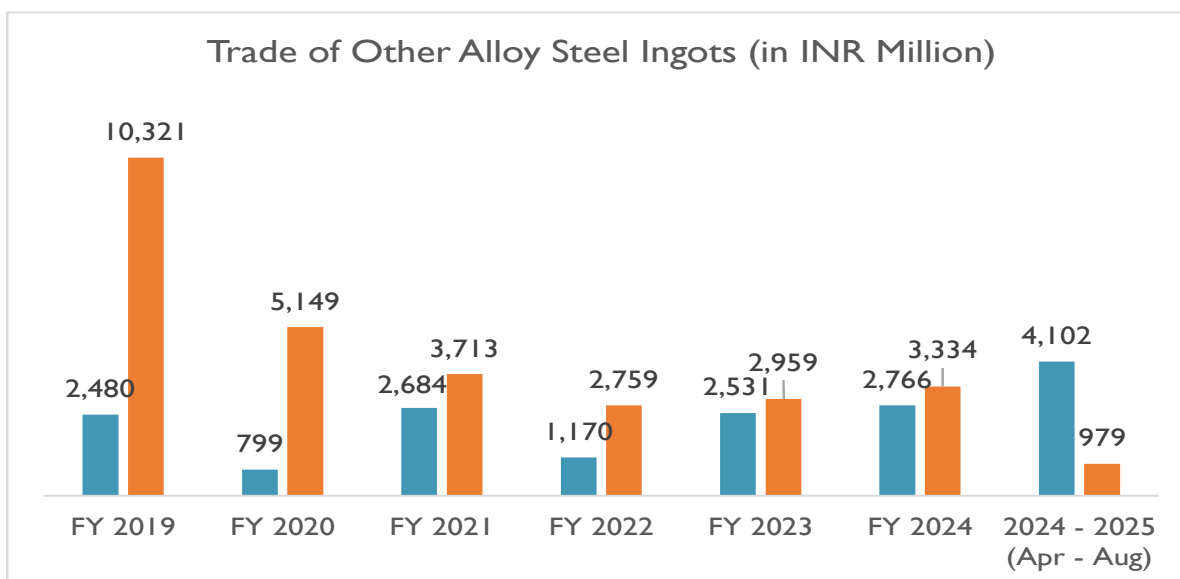


Source: Ministry of Commerce. HS code: 7218

On the import side, Indonesia dominates the supply chain, contributing to 95% of the total stainless steel ingot imports. This overwhelming reliance on Indonesia can be attributed to its competitive pricing, quality standards, and consistent supply. Other import partners, such as Sweden 4% and miscellaneous countries 1%, play a minimal role in India's ingot import strategy. This concentration of imports from Indonesia emphasizes the criticality of maintaining strong trade relations and securing long-term agreements to ensure stability in supply.

Trade of Other Alloy Steel in Ingots

The trade data for steel billets, ingots, and other alloy steel products from FY 2019 to FY 2024 highlights notable fluctuations in both exports and imports. Exports witnessed a significant decline in FY 2020, falling from 2,480 tonnes in FY 2019 to 799 tonnes, likely due to disruptions caused by the COVID-19 pandemic, which negatively impacted global manufacturing and demand. However, exports rebounded in FY 2021, continuing on a positive trajectory to reach 2,766 tonnes by FY 2024. This recovery reflects the resurgence of global demand, particularly in infrastructure and manufacturing sectors. On the other hand, imports peaked in FY 2019 at 10,321 tonnes before seeing a sharp decline, likely driven by India's push toward self-reliance in steel production. By FY 2024, imports had stabilized at 3,334 tonnes, reflecting a more balanced trade scenario.



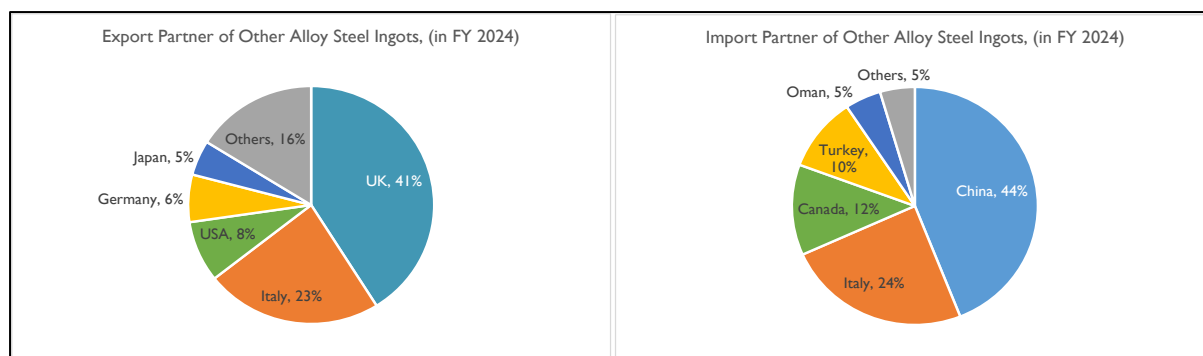
Source: Ministry of Commerce, HS code 7224

The breakdown of export commodities in FY 2023-24 reveals that **steel billets** accounted for **23%** and **ingots and other primary forms** contributed **18%**, with "others" comprising **50%** of the export volume. This "others" category likely includes semi-finished steel products, indicating that India is catering to a broad spectrum of international markets, from basic steel forms to more specialized products such as **forged blanks** and **high-speed tool steel**. On the import side, **steel billets** made up the largest share at **41%**, followed by **tool steel quality** at **20%** and **ingots and other primary forms** at **18%**. The remaining **21%** consisted of specialized materials like cobalt-bearing high-speed steel and forged blanks, underscoring India's ongoing need for high-quality imported raw materials to meet domestic production requirements.

The observed trends are the result of several underlying factors. On the export front, India's growing capacity to produce high-quality steel products, coupled with favourable global market conditions, has strengthened its position in the international steel trade. Government initiatives aimed at boosting exports through trade agreements and incentives have further supported this growth. On the import side, while India has made strides in reducing its dependency on foreign steel, the demand for high-quality billets and specialized alloy steel products, particularly for sectors such as automotive, tool manufacturing, and heavy engineering, has kept import volumes steady. The strong export performance during the April-August 2024 period, with 4,102 tonnes exported, suggests a promising start for FY 2025.

Trading Partners

In FY 2024, India's exports of alloy steel ingots were primarily directed towards a few key markets, with the UK emerging as the largest export partner, accounting for 41% of total alloy steel ingot exports. This significant share highlights the UK's strong demand for India's alloy steel products, likely driven by their superior quality and cost competitiveness in global markets. Italy follows with 23%, further underscoring Europe as a major destination for Indian alloy steel ingots. The USA 8%, Germany 6%, and Japan 5% also represented important export markets, contributing to India's diversified export portfolio. The remaining 16% was spread across other countries, reflecting India's ability to cater to various global markets and maintain a broad export base.



Source: Ministry of Commerce, HS code 7224

On the import side, China emerged as India’s largest supplier of alloy steel ingots in FY 2024, accounting for 44% of total imports. China’s dominance in this segment can be attributed to its large-scale production capacity and competitive pricing, which continue to meet India's high demand for alloy steel ingots. Italy also plays a significant role in India’s import mix, contributing 24% of the total imports, while Canada and Turkey supplied 12% and 10%, respectively. Other suppliers, including Oman and several smaller countries 5%, reflect India’s reliance on a diverse set of international sources to meet its alloy steel ingot requirements, ensuring supply stability and access to specialized grades of alloy steel needed for various industrial applications.

Threat and challenges impacting the industry in India

Capital-Intensive Nature of the Industry

Alloy steel production requires significant capital investment for plant setup, maintenance, and technological upgrades. Many players face financing challenges, and the high cost of capital in India further hampers industry growth, limiting smaller or new entrants from scaling operations. A primary issue is the relatively high financing costs; India’s REPO rate in 2021 stands at 6.5%, significantly higher than China’s rate of 2-2.5%. As a result, steel production costs in India faced a USD 30-35 per tonne disadvantage, according to a NITI Aayog assessment, especially given that a greenfield steel project requires an investment of approximately INR 7,000 crore per tonne of capacity.

Fluctuating Raw Material Prices

The alloy steel industry in India faces considerable challenges due to fluctuating raw material prices, which directly impact production costs and profitability. Key raw materials such as iron ore, coking coal, manganese ore, and ferrous scrap have seen significant price volatility driven by both domestic and global market dynamics. For instance, while domestic iron ore production increased from 199.88 million tonnes (MT) in 2017-18 to 253.97 MT in 2021-22, the industry's reliance on imported coking coal—comprising approximately 42% of steel production costs—makes it vulnerable to international price fluctuations. Recent efforts by the Ministry of Steel to diversify coking coal import sources, including a Memorandum of Understanding (MoU) with Russia, aim to stabilize costs; however, disruptions in supply chains or global demand shifts can lead to sudden price increases.

Moreover, the domestic demand for manganese ore is projected to reach 11 MT by 2030-31, while production is expected to be only around 6 MT, necessitating imports and further complicating cost predictability. The Indian steel sector generated approximately 25-30 MT of ferrous scrap in 2021-22, with a decline in imports, but reliance on domestic production for rising consumption needs may cause price volatility. As raw material costs rise, manufacturers may feel pressured to pass on these costs to customers, risking their competitiveness in the market. Addressing these challenges will require coordinated efforts among stakeholders, including government policies, industry collaboration, and innovative strategies to ensure raw material security and price stability.



High Production Costs

Alloy steel manufacturing requires specialized processes, advanced technology, and significant energy consumption, all of which drive up production costs. Compared to other steel types, the high cost of producing alloy steel impacts its competitiveness in the market and makes it less accessible for some industries. Additionally, logistics and infrastructure limitations add to the cost burden. The Ministry of Railways reported in 2021 that India has one of the highest freight costs globally; for example, freight rates on iron ore are five times higher than in Australia. Steel production requires 3-3.5 tonnes of raw material for every tonne of steel produced, and India's largely inland production locations rely heavily on road and rail transport, which increases dispatch costs and delays. Customers, on average, incur an additional INR 8,000 per tonne in last-mile delivery costs, accounting for 28% of factory costs, according to FICCI.

High Taxes, Duties, and Cesses

High taxes, duties, and cesses further escalate production costs, with the royalty on iron ore at 15%, markedly above the global average of 3-7%, and the Clean Energy Cess and customs duties on essential raw materials like coking coal adding additional pressure.

High Energy Consumption

Energy consumption in integrated steel plants in India remains notably high, averaging between 6 and 6.5 Giga Calories per tonne of crude steel, compared to 4.5 to 5.0 Giga Calories in steel plants globally. This elevated energy usage can be attributed to several factors, including outdated technologies, challenges in retrofitting modern systems in older facilities, and suboptimal shop floor operations. Additionally, the reliance on poor-quality raw materials, such as high-ash coal and high-alumina iron ore, exacerbates energy consumption levels.

Despite these challenges, there is a gradual decline in energy consumption within the sector, driven by advancements in technology, improved utilization of waste heat, and the adoption of higher-quality inputs. These efforts are part of a broader initiative to enhance operational efficiency and reduce energy costs in Indian steel manufacturing.

Dependency on Key End-Use Sectors

The alloy steel industry's growth is closely tied to the automotive, construction, and infrastructure sectors. Slowdowns in these sectors, whether due to economic factors, reduced investment, or other disruptions, directly affect demand for alloy steel, making the industry vulnerable to sector-specific downturns.

Technological and Skill Gaps

While the industry is gradually moving towards automation and advanced manufacturing processes, there is a lack of skilled labour and technological expertise in some areas. Bridging this gap is essential for improving productivity and quality but may require extensive training programs and investment in new technology.

Supply Chain Constraints

Delays in raw material supplies, logistic issues, and disruptions in supply chains, such as those seen during the COVID-19 pandemic, have highlighted vulnerabilities in the industry's operational resilience. Efficient supply chains are critical to ensuring smooth operations, and interruptions can lead to production delays and increased costs.

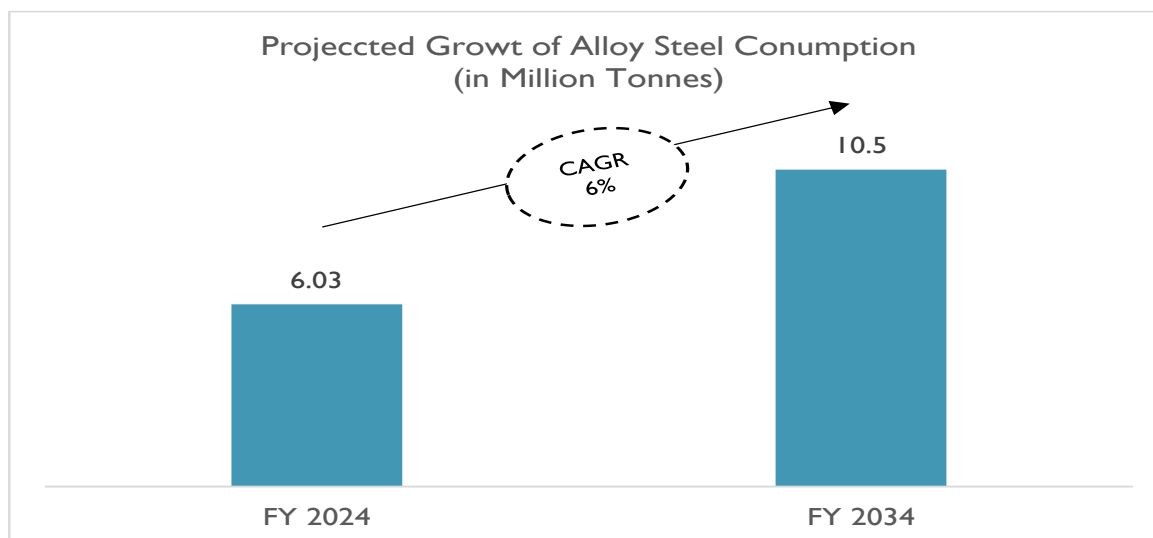
Currency Fluctuations

Since alloy steel production relies heavily on imported raw materials, currency volatility can substantially affect input costs, especially in cases where the rupee depreciates against the dollar. These fluctuations can lead to sudden increases in costs, which are difficult to manage in a competitive market.



Growth Scenario

Projections indicate that the future domestic demand for steel in India is poised for significant growth, with overall consumption expected to reach approximately 252 million tonnes (MT) by FY34 under realistic scenarios. A multivariate analysis incorporating overall GDP, manufacturing GDP, construction GDP (at constant prices), urbanization, and government expenditure reveals a robust correlation among these factors. Notably, construction GDP emerges as the most influential parameter in explaining variability in steel consumption, highlighting its critical role in driving demand across various sectors.



Source: ISA Steel Infra Build Summit 2024 – Deloitte Report

Alloy steel consumption is projected to rise substantially from the current 6.03 MT to about 10.5 MT by FY34. This anticipated growth reflects an increasing emphasis on high-performance materials in key industries such as automotive, aerospace, and defence. As the building and construction sector is expected to see steel consumption surge from 49 MT to 84 MT, and the infrastructure sector is projected to double its consumption from 45 MT to 90 MT, the demand for alloy steel will significantly benefit from these trends. Moreover, the automobile sector is also anticipating a shift toward lightweight and high-strength materials, with a projected requirement of 31.5 MT of steel, up from 16 MT. The evolving consumption patterns within product categories further highlight a shift in preference for alloy steel, with the share of long products expected to rise from 55% currently to 57% by FY34, while the share of flat products may decrease from 45% to 43%. This trend underscores the growing demand for alloy steel in construction and infrastructure applications, contributing to the overall increase in steel consumption. Additionally, the value-added steel segment, encompassing various products such as HR plates and sheets, is projected to grow at a rate of 6-8%, driven by the rising adoption of renewables and electric vehicles, despite current dependencies on imports.

Competitive landscape

The alloy steel industry in India is witnessing a dynamic competitive landscape driven by rising demand across various sectors and supportive government initiatives. Key players such as Tata Steel, JSW Steel, Steel Authority of India Limited (SAIL), Jindal Steel and Power Limited, are adapting their strategies to leverage growth opportunities, with demand projected to increase, particularly from non-automotive sectors like oil and gas, power, railways, and defence. Government initiatives, such as the Atmanirbhar Bharat Abhiyan and the National Infrastructure Pipeline (NIP), are facilitating market expansion, especially in infrastructure development. However, challenges persist, including high production costs due to reliance on imported raw materials, global supply chain disruptions, and stricter environmental regulations that necessitate investment in cleaner technologies. Majority of alloy steel demand is concentrated in northern and western India, notably in Maharashtra and Gujarat, where significant industrial activities occur. As manufacturers target emerging markets and diversify their customer bases, the industry's future appears promising, with substantial growth potential beyond traditional automotive applications.



Key Factors Shaping Competition in the Sector

Competition within the alloy steel sector is shaped by several critical factors, which influence market dynamics, pricing, product differentiation, and growth opportunities. Key factors include:

- **Cost Competitiveness:** In a price-sensitive market, companies that can manage production costs effectively gain a competitive edge. This involves optimizing raw material procurement, reducing energy consumption, and maintaining operational efficiencies. Firms that adopt cost-effective production technologies or innovative waste-reduction practices can deliver alloy steel products at competitive prices, drawing in a larger customer base.
- **Technological Advancement and Innovation:** The alloy steel sector demands constant innovation to meet evolving industry requirements, particularly in areas like automotive, infrastructure, and energy. Companies investing in R&D to develop higher-performance alloys or specialized products (e.g., corrosion-resistant or high-strength steels) can set themselves apart. Technological upgrades in production processes, such as advanced automation and data analytics, also enhance productivity and product quality, contributing to competitive differentiation.
- **Product Range and Customization:** Offering a wide product range and customized solutions is increasingly essential, especially as industries require specific steel grades for diverse applications. Companies that can provide tailored solutions—customized alloy compositions, heat treatments, or unique dimensions—have an advantage in attracting clients who seek precise material specifications for specialized applications.
- **Quality Standards and Certifications:** High-quality standards and certifications (e.g., ISO, BIS) are essential in the alloy steel industry, particularly for sectors with strict quality requirements like aerospace and automotive. Firms that meet these standards and offer certified products establish a reputation for reliability, positioning them favorably in competitive bidding processes and long-term supply agreements.
- **Raw Material Security:** Given the reliance on high-quality materials like nickel, chromium, and manganese, companies with secure and cost-effective access to raw materials reduce their vulnerability to price fluctuations. Vertical integration, long-term supply contracts, or even strategic alliances with mining companies are common approaches to ensuring raw material availability at stable costs, which directly impacts competitiveness.
- **Distribution Network and Supply Chain Efficiency:** A well-structured distribution network and efficient supply chain operations enable alloy steel companies to respond quickly to customer needs, reduce lead times, and minimize logistic costs. Strong relationships with logistics providers and a streamlined supply chain are valuable in maintaining a competitive position, particularly for regional and global supply commitments.
- **Environmental and Sustainability Practices:** Environmental sustainability is becoming a differentiator as companies with lower carbon footprints, eco-friendly practices, and adherence to regulatory standards attract customers seeking sustainable sourcing options. The implementation of energy-efficient production processes, waste reduction, and adherence to environmental regulations help establish a competitive advantage.
- **Brand Reputation and Customer Relationships:** In industries where quality and reliability are paramount, a strong brand reputation and long-standing customer relationships are significant assets. Firms with a proven track record in delivering consistent quality and after-sales support foster customer loyalty, reducing customer churn and enhancing competitive standing.
- **Government Policies and Trade Regulations:** Domestic policies and international trade regulations can impact competition by influencing import/export dynamics, tariffs, and subsidies. Government initiatives such as the National Steel Policy, Production-Linked Incentives (PLI) for manufacturing, and infrastructural investments drive domestic alloy steel demand, benefiting companies that align with policy requirements and capitalize on incentives.



Overall, companies that strategically leverage these factors are well-positioned to build resilience, attract long-term clients, and maintain a strong competitive stance in the alloy steel market.

Major Entry Barriers

In the alloy steel industry, several significant entry barriers limit new players from entering the market, including:

- **High Capital Requirements:** Establishing an alloy steel production facility is capital-intensive, requiring substantial investments in specialized machinery, smelting equipment, and advanced technology. Additionally, new entrants face substantial costs related to research and development, especially to meet the industry's evolving needs for high-performance alloys.
- **Raw Material Access and Cost:** Alloy steel production depends on high-quality raw materials like chromium, manganese, nickel, and molybdenum, which can be both costly and volatile in price. Securing reliable sources is challenging, especially for new entrants without established supplier relationships, making it difficult to compete with established firms that have favourable, long-term contracts.
- **Stringent Quality and Certification Standards:** The alloy steel industry is heavily regulated, and products often require specific certifications (e.g., ISO, ASTM) for use in critical sectors like automotive, construction, and aerospace. Meeting these quality standards demands expertise, sophisticated testing facilities, and rigorous quality control systems, which add complexity and cost for new players.
- **Technological Expertise and Innovation:** Producing high-quality alloy steel requires specialized technological knowledge and innovation, including in areas like advanced heat treatments, precision alloying, and customized applications. Existing firms with established R&D capabilities and proprietary technologies enjoy an advantage, as they can innovate faster and at a lower cost than new entrants who may lack these capabilities.
- **Economies of Scale:** Large alloy steel producers benefit from economies of scale, reducing per-unit costs and enabling competitive pricing. New entrants, who are unlikely to achieve similar production scales in the early stages, often face higher operating costs, which can deter them from entering the market.
- **Established Customer Relationships and Brand Loyalty:** Alloy steel buyers, particularly in high-stakes industries, prioritize reliability, consistency, and long-standing relationships with trusted suppliers. New entrants face challenges in gaining market share, as they must build their brand reputation and develop customer trust, which takes significant time and resources.
- **Environmental and Regulatory Compliance:** Alloy steel production is subject to stringent environmental and safety regulations, including emissions controls and waste management protocols. Compliance can be costly, and non-compliance can lead to fines or operational restrictions. For new entrants, navigating and investing in compliance systems represents a significant barrier.
- **Distribution Network and Logistics:** The alloy steel industry requires an extensive distribution network to serve customers across diverse regions and industries. Established players often have strong logistical networks and established supply chains, which reduce lead times and shipping costs. New entrants face high logistical costs and challenges in building similar distribution capabilities.
- **Trade Policies and Import Tariffs:** In some markets, import tariffs or trade restrictions protect domestic players from foreign competition. For new entrants without a strong domestic foothold, navigating these policies adds complexity and cost, especially for those aiming to penetrate international markets.

Together, these entry barriers make it challenging for new players to break into the alloy steel industry, creating a market dominated by established firms with significant competitive advantages.



Major Players

Company Name	Description
Vardhman Special Steels Limited	<p>Vardhman Special Steels Limited (VSSL) is a manufacturer of high-quality special and alloy steel in Ludhiana, India, primarily serving the automotive sector and Indian Railways. With five decades of expertise, VSSL supplies hot-rolled bars and bright bars to global automakers like Toyota, Maruti Suzuki, Hyundai, and Ford. The company operates a 250,000 MTPA melting capacity using an electric arc furnace with recycled scrap, along with a 200,000 MTPA integrated rolling mill, ensuring sustainable and high-precision production. Driven by its core values of Safety, Quality, Productivity, Cost-effectiveness, and Customer Satisfaction, VSSL emphasizes innovation, efficiency, and stringent quality control. With a workforce of 1,500 employees, the company fosters a culture of continuous improvement, adopting cutting-edge technologies and automation to enhance performance. Committed to sustainability, VSSL actively works towards reducing its carbon footprint while strengthening long-term relationships with stakeholders. Focused on excellence and future growth, VSSL continues to set new benchmarks in the special steel industry.</p>
Mukand Limited	<p>Mukand Limited, is an Indian manufacturer of specialty alloy steel long products and industrial machinery. Established in 1937 in Mumbai, the company produces over 450 steel grades, serving industries like automotive, manufacturing, and energy with critical components such as transmission parts, bearings, and fasteners. Its advanced facilities, including a Mini Blast Furnace (MBF), Energy Optimising Furnace (EOF), Ladle Refining Furnace (LRF), and Vacuum Degassing Station (VDS), enhance quality, capacity, and energy efficiency. Beyond alloy steel, Mukand also operates in stainless steel manufacturing, machine building, and engineering construction. With an annual steel-making capacity exceeding 500,000 metric tonnes, the company supports global supply chains through in-house research and strict quality standards. Since its rebranding in 1989 from Mukand Iron & Steel Works Limited, it has remained committed to innovation and excellence in engineering and industrial applications.</p>
Garg Furnace Ltd.	<p>Established in 1973, and headquartered in Ludhiana, Punjab, Garg Furnace Ltd. (GFL) is a distinguished BSE-listed steel manufacturing company in India with a legacy spanning over four decades. Renowned for its commitment to quality, innovation, and customer satisfaction, GFL has cemented its position as a trusted name in the steel industry. With a monthly production capacity of 4,000 tonnes and two state-of-the-art manufacturing units, the company continues to deliver high-quality steel products to meet diverse industrial needs. Its focus on advanced technology and stringent quality standards has driven consistent growth and sustainability, reinforcing its leadership in the sector. Sonalika International, Zoloto Valves, Unbrako, etc are some customers of Garg Furnace Ltd.</p>
Sharda Ispat Ltd.	<p>Sharda Ispat Ltd. (SIL), established in 1960, headquartered in Nagpur, has been working in the steel industry for over six decades, supplying high-quality alloy, carbon, and spring steel rolled products. Catering to automobile OEM component manufacturers, forging industries, and bright bar producers, the company has built a reputation for reliability and excellence. SIL is a trusted supplier of spring steel flats to approved vendors of major automobile brands such as Tata Motors, Ashok Leyland, Mahindra & Mahindra, Eicher Motors, Force Motors, and AMW. Additionally, it holds approvals for supplying flats to vendors associated with the All-India State Road Transport Undertaking. With an annual production capacity of 60,000 metric tons, SIL continues to expand its capabilities, focusing on technical excellence and innovation to deliver superior products. Its longstanding partnerships with major steel producers in India, combined with a commitment to quality and timely deliveries, have solidified its position as a leader in the steel industry.</p>



Financial Performance

Expense Snapshot

	Raw Material	Power & Fuel	Salary & Wage	SG&A	Interest
FY 2021	69%	4%	3%	17%	2%
FY 2022	73%	4%	2%	15%	2%
FY 2023	78%	4%	2%	13%	2%

Source: MCA, sample of 5 companies

The Alloy Steel industry in India, comprising players such as Ambika Steels Limited, Jay Jagdamba Limited, Kisco Castings (India) Limited, Kesri Alloys Private Limited, And Bansal Alloys and Metals Private Limited, has shown impressive growth over recent years. Sector revenue has expanded at a compound annual growth rate (CAGR) of 38%, demonstrating the industry's resilience and increasing demand for alloy steel in sectors such as infrastructure, automotive, and manufacturing. This robust growth is supported by strong domestic consumption and favourable government policies aimed at enhancing the steel manufacturing ecosystem within India.

In terms of cost composition, raw material expenses represent the most significant share, which has seen a rising trend across the years. From 69% of total costs in FY 2021, the raw material expense increased to 78% by FY 2023. This upward shift reflects the volatility in input prices, driven by global supply chain constraints and heightened demand for high-quality alloy steel. Additionally, the Indian alloy steel sector's reliance on imported materials has impacted costs, especially amidst fluctuating exchange rates and supply shortages. Companies within the sector have, therefore, had to adopt price optimization strategies to mitigate these cost pressures.

Power and fuel costs have remained relatively stable at around 4% of total expenses from FY 2021 to FY 2023. This stability suggests efficiency improvements and the strategic use of renewable energy sources by several companies in the sector. However, given the energy-intensive nature of alloy steel production, these companies are continuously exploring avenues to reduce energy consumption further. The Indian government's focus on renewable energy adoption and subsidies in certain states also supports this trend, allowing manufacturers to manage power costs effectively despite rising electricity prices globally.

Salary and wages have slightly decreased as a percentage of total expenses, moving from 3% in FY 2021 to 2% in FY 2023. This trend indicates productivity enhancements and possibly a shift toward automation in certain processes, reducing dependence on manual labour. Additionally, the alloy steel industry's move toward advanced technology has likely optimized workforce requirements, while competitive wage structures have helped manage labour costs within budget constraints.

Selling, General, and Administrative (SG&A) expenses have reduced from 17% in FY 2021 to 13% by FY 2023. This decline reflects improved operational efficiencies as companies have scaled production and streamlined operations, which has been crucial in controlling overheads. With the alloy steel market becoming more competitive, these companies are focusing on cost-effective marketing and distribution strategies, aided by digitalization and process optimizations, to remain competitive domestically and internationally. Together, these financial trends underscore a resilient alloy steel industry that is strategically adapting to input costs, and market demands while aiming for sustainable growth in India's evolving economic landscape.

Profitability Margins

	Operating Profit Margin	Net Profit Margin
FY 2021	9%	3%
FY 2022	10%	5%



FY 2023

8%

2%

The operating profit margin for the alloy steel industry displayed notable fluctuations over the last three fiscal years, reflecting the sector's response to rising costs and market dynamics. In FY 2021, the industry reported an operating profit margin of 9%, which increased to 10% in FY 2022. This improvement was largely due to favourable pricing and demand trends, which allowed companies to pass on some of the increased raw material and production costs to end consumers. However, by FY 2023, the operating profit margin declined to 8%, influenced by soaring raw material costs, supply chain disruptions, and competitive pricing pressures. The industry's heavy reliance on imported materials also added to these pressures, as fluctuating currency rates impacted input costs, ultimately constraining profit margins.

Similarly, the net profit margin experienced a rise in FY 2022 before contracting again in FY 2023. From a net profit margin of 3% in FY 2021, the sector saw a marked increase to 5% in FY 2022, driven by a combination of higher revenue and controlled operational costs. However, by FY 2023, the net profit margin decreased to 2%, underscoring the impact of rising input costs and limited price transferability to end consumers. Additional expenses related to debt servicing and rising interest rates also affected profitability, as companies had to navigate increased financial costs to sustain their capital-intensive operations. This trend reflects the ongoing challenges the alloy steel sector faces in maintaining profitability amidst fluctuating raw material prices and a competitive market environment.

Company Profile⁸

Corporate history

Bedi Steels Limited was established as "Bedi Steels Private Limited" on September 4, 1990, under the Companies Act of 1956. Originally incorporated as a private limited company, the organization was founded under the leadership of its promoters, Sqn. Ldr. Daljit Singh Bedi and Mr. Gurbax Singh Bedi, with a focus on producing steel ingots. Over the years, the company grew its reputation in the steel industry for manufacturing high-quality ingots used as a foundational material across diverse sectors.

In July 2022, the company underwent a significant shift in ownership and management when Mr. Prayank Gupta, Mr. Mahesh Gupta, Mrs. Sarita Gupta, and Mrs. Khushboo Gupta acquired 100% interest in the company. This change marked the beginning of a new phase in Bedi Steels' corporate journey, emphasizing modernization, expansion, and technological advancements.

The company transitioned from a private to a public entity in 2024. Following a resolution passed by shareholders in an Extraordinary General Meeting on July 20, 2024, the company became "Bedi Steels Limited," a public limited company, with a new certificate of incorporation issued on September 11, 2024.

Over the years, Bedi Steels has continually evolved, making investments in technology, such as magnetic cranes, and upgrading its manufacturing capacity to enhance efficiency and meet rising market demand. This forward integration has positioned Bedi Steels as a key player in the steel industry, enabling it to serve a broader customer base while increasing its market competitiveness and profit margins.

Product Mix

Bedi Steels Limited has strategically expanded and diversified its product portfolio to meet the evolving needs of its customers across various industries. The company's core products initially centred on steel and alloy ingots, which serve as a foundational material to produce other metal products. These ingots, offered in more than 50 regular grades with capabilities to produce over 150 different grades, are customized according to specific chemical compositions and mechanical properties required for different applications.

In the Financial Year 2024, Bedi Steels started installed the rolling mill and the installation is complete as on the date. The facility is currently operating on a trial basis to assess both its operational efficiency and the quality of

⁸ As per the information sourced from company website



the products while production from this mill is anticipated to commence from April 2025. The company is thus enhancing its product mix to offer Round Bars, RCS (Reinforced Concrete Steel)/Square Bars, Hex Bars, and Flat Bars. These products cater to a range of industries, including automotive, infrastructure, engineering, and manufacturing, and support diverse applications such as the creation of machinery components, structural parts, and fasteners. The new rolling mill, with a capacity of 70,000 metric tonne per annum supports this forward integration by enabling the company to offer value-added products rather than solely raw materials. This expanded portfolio not only diversifies revenue sources but also strengthens the company's market position by providing clients with a comprehensive range of high-quality steel products.

Key Customer Segments

Bedi Steels primarily caters to rolling mills and forging companies, which utilize its ingots and bars to manufacture components for automotive, infrastructure, and engineering sectors. These industries rely on Bedi Steels' consistent quality and grade variety to produce a wide array of products, such as metal sheets, rods, and wires, which in turn serve applications in transportation, construction, agriculture, and heavy machinery.

The company's major customer base is predominately in Punjab within cities like Jalandhar, Ludhiana and Mandi Gobindgarh and miniscule revenue is earned from the state Himachal Pradesh, areas known for their robust demand for steel products due to the high concentration of manufacturing units. This proximity to key markets enables Bedi Steels to reduce transportation costs and ensure timely deliveries, thereby adding value for its clients. Additionally, the company's ability to offer customized, high-grade products has helped establish long-term relationships with its customers, reinforcing its position as a trusted supplier in the competitive steel manufacturing industry.

By aligning its product mix with the needs of key customer segments, Bedi Steels continues to strengthen its market presence, capture new growth opportunities, and enhance its profitability through the sale of value-added steel products.

Existing Footprints and Operational Location Detail

Bedi Steels Limited operates a strategically positioned manufacturing facility in Village Doraha, along G.T. Road in Ludhiana, Punjab, occupying a total area of 13,750 square yards. This facility includes a primary shed, measuring 320 x 80 square feet, designated exclusively for the production and storage of steel and alloy ingots. Equipped with two furnaces, each with a capacity of 10 tonnes, the facility operates one furnace at a time, producing 10 tonnes of ingots every two hours. This setup allows for a steady production flow while ensuring consistent quality and output.

In FY 2025, Bedi Steels expanded its infrastructure with the addition of two new sheds, sized 320 x 80 square feet and 35 x 80 square feet, housing a rolling mill and penal, transformer, motors, ejector etc, respectively. This rolling mill has a production capacity of 70,000 tonne per annum, enabling the company to diversify its product range to include Round Bars, RCS/Square Bars, Hex Bars, and Flat Bars. The facility also offers substantial storage space for both raw materials and finished goods, providing logistical ease and operational efficiency. Additionally, the plant has sufficient surplus space to support future growth, enabling further expansion of storage and manufacturing capacity to meet increasing demand.

Key Achievement

- **Established Brand with Market Presence:** Founded in 1990, Bedi Steel has developed a recognized name in the steel industry. Known for consistent product quality and reliable service, the company has built long-term partnerships with clients in various sectors.
- **Diverse Product Portfolio:** Bedi Steel has expanded its range to include over 50 grades of steel and alloy ingots, Company sells 100 % of the ingot manufactured to the rolling mills who manufacture different products which have application in various industry serving industries such as infrastructure, agriculture, automotive, and general engineering. This diversity allows the company to address varied customer needs and reduce reliance on any single industry.



- **Experienced Management Team:** The company's promoters, Mr. Mahesh Gupta and Mr. Prayank Gupta, bring over fifteen years of experience, contributing expertise in supply chain management and product development, which has supported the company's growth.
- **Financial Stability and Equity Conversion:** Bedi Steel's management has focused on strengthening its financial position by converting promoter loans into equity, reducing liabilities, and improving the balance sheet. This approach has allowed the company to invest in growth with reduced dependence on external debt.
- **Technology and Process Improvements:** Bedi Steel has invested in technology upgrades, which support quality production standards and operational efficiency, helping the company maintain competitiveness in the market.
- **Reliable Supplier for Key Industries:** Bedi Steel is a supplier for several major industries, establishing a customer base that values the company's focus on quality and on-time delivery. This reputation has contributed to steady business growth and customer loyalty.
- **Capacity Expansion:** Technological upgrades such as a magnetic crane for loading raw materials have streamlined processes, reducing labour costs. The company also diversified its product mix to include various bar types, increasing its market reach. These improvements have strengthened Bedi Steel's production capabilities, highlighting room for future growth. Bedi Steel has recently focused on expanding its production capacity and enhancing operational efficiency through infrastructure investments and technological upgrades. The production is expected to commence from April 2025, at 70,000 tonnes per annum, and expanded its furnace system to dual 10-tonne furnaces, enabling continuous production while reducing downtime.

These achievements highlight Bedi Steel's efforts toward growth, modernization, and maintaining a stable position in the steel industry.

Chartered Engineering Certificates

To provide stakeholders with an accurate and verified understanding of its operational performance, Bedi Steels Limited secured the Capacity and Utilization Assessment Certificate. This certificate validates the company's installed capacity and utilization levels across its core product categories, ensuring transparency and compliance with regulatory requirements for its public listing. The table below summarizes the capacity utilization details for key financial years, demonstrating its ability to meet increasing demand while maintaining high production quality standards. The certification offers potential investors a transparent view of the company's performance, strengthening its case for public listing. The certification has been issued under the authority of a Chartered Engineer, registered with the Institution of Engineers (India) under certification number M-1707846.

This certification pertains to the verification of the production capacity and utilization details of Bedi Steels Limited's manufacturing facility, located at Village Doraha, G.T. Road, Ludhiana, Punjab-141421. Specifically, it covers the Alloy Steel and Non-Alloy Steel Ingot and Rolling Mill Plant, including an assessment of the equipment, installed capacities, and actual production records at the facility. The purpose of this certification is to support Bedi Steels Limited in verifying and certifying the production capacity details of its manufacturing operations.

Consolidated capacity and utilization assessment for ingot plant

Particulars	Period from 01.04.2024 to 30.09.2024 (6 Months)	FY 2023-24 (12 Months)	FY 2022-23 (12 Months)	FY 2021-22 (12 Months)
Alloy Steel Ingot and Non-Alloy Steel Ingot				
Total Installed Capacity (Ton)	30,000.00	30,000.00	30,000.00	30,000.00
Capacity Utilized (Ton)	20,498.72	29,605.05	20,986.70	15,707.88



Capacity Utilized (%)	68.33%	98.68%	69.96%	52.36%
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*Note: Average Capacity: 2,500 Ton per month

Annual capacity: 2,500 Ton/ month x 12 Months= 30,000 Ton per year

• **Consolidated capacity and utilization assessment for Rolling Mill (Per Annum Basis)**

Particulars	FY 2025-26 (12 Months)	FY 2026-27 (12 Months)	FY 2027-28 (12 Months)
Total Installed Capacity (Ton/Year)	70,000	70,000	70,000
Capacity Utilized (Ton/Year)	N/A	N/A	N/A
Capacity Utilized (%)	N/A	N/A	N/A

* Note: The plant is under installation. Capacity Utilization Chart is based on the calculations as under:

- Average Capacity: 100 Ton per 12 Hours
- Each shift is considered as 12 Hrs per Day
- Then, Annual Capacity: 100 Ton per 12 Hrs (01 Day) x 350 Days (01 Year) x 02 Shifts* = 70,000 Ton per year

SWOT Analysis

Strengths

- **Diverse Product Mix:** Bedi Steels has a wide range of products and over 50 grades of steel and alloy ingots, catering to multiple industries like infrastructure, agriculture, and steel. This variety allows the company to serve a broad customer base and mitigate risks associated with demand fluctuations in any one sector. In Fiscal Year 2025, the Company has installed rolling mill, and the production will start from April 2025 i.e. Fiscal 2026. Through this, the company is expanding its product offering by introducing Rounds, Square Bars, Hex Bars, and Flat Bars. These new offerings, available in various sizes and grades, is expected to further enhance the company’s ability to meet the varied needs of its customers.
- **Experienced Management:** Led by skilled promoters like Mr. Mahesh Gupta and Mr. Prayank Gupta, who have over 15 years of experience in the steel industry, the management team is well-versed in supply chain management, and product development, enhancing the company’s ability to adapt to market changes.
- **Strong Brand Name:** With a history dating back to 1990, Bedi Steels has built a solid reputation for quality, reliability, and competitive pricing, which has fostered longstanding partnerships and trust with its customers.
- **Strong Financial Position:** The company’s financial stability is reinforced by its new management’s focus on business expansion, technological upgrades, and converting promoter loans to equity, all contributing to a healthier balance sheet.

Weaknesses

- **Limited Geographic Reach:** Bedi Steel's operations are currently concentrated in Punjab, limiting its market exposure and making it vulnerable to region-specific challenges.
- **High Working Capital Requirements:** The company’s operations are capital-intensive, necessitating a high amount of working capital, which can strain resources and impact liquidity.
- **No Long-Term Customer Contracts:** The lack of long-term contracts with clients could lead to revenue volatility, as there is no guaranteed recurring business.
- **Reliance on Contract Labour:** The company depends heavily on contractors for labour, which may lead to workforce inconsistencies and potential disruptions in production.



Opportunities

- **Expansion into Untapped Markets:** There is significant potential to expand into other regions within India, which would increase the company's market reach and reduce reliance on the Punjab region.
- **High Product Demand:** The ongoing demand for steel and alloy products presents a strong growth opportunity, especially with increasing industrial and infrastructure developments in India.
- **Enhanced Product Offerings:** With the ability to produce up to 150 grades of steel and alloy ingots, Bedi Steels can further refine and customize its products to meet specific industry needs and customer demands.
- **Increased Production Capacity:** The recent installation of a rolling mill and the capacity expansion of furnaces create an opportunity for Bedi Steels to increase its output and meet growing market demand, leading to potential revenue growth.

Threats

- **Supply Chain Vulnerabilities:** Disruptions in the supply chain, such as delays in the availability of raw materials, could negatively impact production schedules and increase costs.
- **Volatility in Raw Material Prices:** Fluctuating prices of key raw materials, such as iron and alloy components, pose a risk to cost stability and profit margins.
- **Economic and Industry Downturns:** A slowdown in the broader economy or in specific industries that rely on steel products could lead to reduced demand and financial pressure.
- **Intense Market Competition:** The steel industry is highly competitive, with many players offering similar products, which could impact Bedi Steel's pricing strategy and market share.

Financial Performance Analysis

Key Indicators (INR Lakhs)	FY 2024	FY 2023	FY 2022
Revenue from Operations	16,803.79	12,429.75	8,095.98
EBITDA	1,012.93	476.52	-508.51
PAT	658.77	289.14	-597.01
EBITDA Margin (%)	6.03%	3.83%	-6.28%
PAT Margin (%)	3.92%	2.33%	-7.37%
ROCE	31.13%	24.59%	-64.11%
Net Worth	1,666.94	153.69	-135.46
Long-term Debt	201.23	381.57	127.47
Debt Equity Ratio	0.79	9.80	-7.01
Return on Equity	39.52%	188.14%	NA

**Both PAT and Net Worth are negative, mathematically, ROE cannot be calculated for Fiscal 2022 (because two negatives make a positive) for FY 2022.*

Formulas used:

- EBITDA = Earnings Before Interest, Tax, Depreciation and Amortisation
- EBITDA margin = EBITDA/Revenue from Operations
- Return on Capital Employed = Earnings before Interest and Tax / (Total Equity + Short Term Borrowing + Long Term Borrowing)



- Debt to Equity Ratio = Total Debt / Total Equity
- Return on Equity = Profit After Tax / Net worth

Bedi Steels has shown significant improvement in its financial performance over the past four fiscal years, with FY 2024 representing a substantial recovery across key metrics. The company's revenue from operations grew robustly from INR 8,096 lakhs in FY 2022 to INR 16,804 lakhs in FY 2024, achieving strong growth driven by increased operational scale and market demand. This steady revenue growth reflects effective market strategies and a positive industry environment. EBITDA, an indicator of core profitability, rose from a negative figure in FY 2022 (-INR 509 lakhs) to INR 1,013 lakhs in FY 2024, highlighting a significant operational turnaround. The EBITDA margin also improved, reaching 6.03% in FY 2024 compared to 3.83% in FY 2023, signalling enhanced cost management and operational efficiency.

Profit After Tax (PAT) followed a similar upward trend, recovering from a loss of INR 597 lakhs in FY 2022 to a profit of INR 659 lakhs in FY 2024. The PAT margin improved to 3.92% in FY 2024 from 2.33% in the prior year, reflecting the company's successful efforts to enhance profitability despite inflationary pressures and industry challenges. The improvement in margins has been supported by cost optimization efforts and better revenue realization, strengthening Bedi Steels' financial resilience.

Return on Capital Employed (ROCE) improved significantly to 31.13% in FY 2024, up from 24.59% in FY 2023 and a negative -64.11% in FY 2022, indicating better capital utilization and profitability. Additionally, the company's net worth increased substantially from INR 154 lakhs in FY 2023 to INR 1,667 lakhs in FY 2024, reflecting improved capital stability. Return on Equity (ROE) stood at 39.52% in FY 2024, decreasing from an exceptionally high 188.14% in FY 2023, likely due to the expansion in net worth.

In terms of leverage, Bedi Steels has made strides in managing its debt. Long-term debt decreased from INR 382 lakhs in FY 2023 to INR 201 lakhs in FY 2024, strengthening its capital structure. This shift resulted in a significant reduction in the debt-equity ratio, dropping from 9.80 in FY 2023 to 0.79 in FY 2024. This deleveraging likely reflects better cash flow management and a strategic focus on reducing financial liabilities, contributing to the company's improved financial stability and lower risk profile. Overall, Bedi Steels has demonstrated a commendable recovery in FY 2024, with improved profitability, effective debt management, and an enhanced equity base positioning it well for sustained growth.

Peer Benchmarking

Key Indicators for FY 2024 (in INR Lakhs)	Bedi Steels	Garg Furnace Ltd.	Sharda Ltd.	Ispat
Revenue from Operations	16,803.79	25,802.58		22,726.53
EBITDA	1,012.93	597.78		1,923.50
PAT	658.77	555.84		1,397.24
EBITDA Margin (%)	6.03%	2.32%		8.46%
PAT Margin (%)	3.92%	2.15%		6.15%
ROA	11.85%	9.12%		18.21%
ROCE	31.13%	11.42%		27.43%
Net Worth	1,666.94	4,871.10		5,167.80
Long-term Debt	201.23	140.14		0.36
Debt Equity Ratio	0.79	0.03		0.42
Return on Equity	39.52%	11.41%		27.04%



In FY 2024, within the Alloy Steel industry, Bedi Steels reported a revenue of INR 16,804 Lakhs with an EBITDA of INR 1,013 Lakhs, yielding an EBITDA margin of 6.03% and a PAT margin of 3.92%. The company demonstrated strong profitability with a return on capital employed (ROCE) of 31.13% and a return on equity (ROE) of 39.52%, while maintaining a debt-equity ratio of 0.79, indicating a balanced approach to financial leverage. Garg Furnace Ltd., with a revenue of INR 25,803 Lakhs, posted a lower EBITDA margin of 2.32% and a PAT margin of 2.15%, alongside a modest ROCE of 11.42% and ROE of 11.41%, reflecting a more conservative profitability structure. The company maintained a minimal debt-equity ratio of 0.03, suggesting strong financial stability with negligible reliance on debt financing. Sharda Ispat Ltd. outperformed in terms of operational efficiency, reporting the highest EBITDA margin of 8.46% and a PAT margin of 6.15%, with an impressive ROCE of 27.43%. With a debt-equity ratio of 0.42x, Sharda Ispat demonstrated financial stability while maintaining strong returns. Overall, while all three companies are profitable, Bedi Steels stands out for its high ROE, Garg Furnace Ltd. maintains a highly stable capital structure, and Sharda Ispat leads in operational efficiency and profitability within the alloy steel sector.



OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled “Forward-Looking Statements” beginning on page 18 for a discussion of the risks and uncertainties related to those statements and also refer to the chapters titled “Risk Factors”, “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 27, 227 and 237, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our Company’s financial year commences on April 01 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information for six months ended September 30, 2024 and fiscal years 2024, 2023 and 2022 included herein is derived from the Restated Financial Statements, included in this Draft Red Herring Prospectus. For further information, please refer to the chapter titled “Restated Financial Statements” beginning on page 227. Additionally, please refer to the chapter titled “Definitions and Abbreviations” beginning on page 2 for certain terms used in this section. Unless otherwise indicated or the context otherwise requires, in this section, references to “the Company” or “our Company” are to Bedi Steels Limited.

OVERVIEW

Our Company was incorporated on September 04, 1990, as “Bedi Steels Private Limited”, a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh. Subsequently, pursuant to a resolution passed by the Shareholders in an Extra-Ordinary General Meeting held on July 20, 2024, our Company was converted from a private limited company to a public limited company and a fresh certificate of incorporation dated September 11, 2024 was issued by the Registrar of Companies, Punjab and Chandigarh. Consequent to the conversion of our Company, the name of our Company was changed to ‘Bedi Steels Limited’.

The company was originally incorporated in 1990 by the former promoters and first directors Sqn. Ldr. Daljit Singh Bedi and Mr. Gurbax Singh Bedi, with a focus on producing steel ingots. In 2022, the management and control of the company were taken over by the current promoters, which includes Mr. Prayank Gupta, Mr. Mahesh Gupta, Mrs. Sarita Gupta and Mrs. Khushboo Gupta. This change in leadership occurred following the execution of a Business Purchase Agreement on July 29, 2022, to transfer 100% ownership of the company from the previous promoters, consisting of Mr. Siddarath Bedi and Mr. Siddhant Singh Bedi, to the present promoters. Since then, the company has been under the control and direction of its current promoters.

Since Inception, our Company has manufactured steel and alloy ingots under the name “Bedi”. Ingots are blocks of metal cast into convenient shapes for storage, transportation, and used to manufacture different products. The ingots are called “Mother Product” used in various industries to produce the final product. Ingots are used to create a wide range of products such as metal sheets, rods, bars, wires, and components for machinery and electronics through processes like casting, rolling, forging, and extrusion. The Company manufactures more than 50 grades on a regular basis and has the capability to produce more than 150 grades. In the context of metals, "grade" refers to the classification or specification of a metal based on its composition, properties, and sometimes the intended use. There are various grades of ingots which are used to manufacture different products. Major grades manufactured by the company are SUP-9, 27MNCRB5, EN-18, EN-31, EN-45A, 20MNCR5, SAE8620, H13, EN24 and 31CRV3.



Each grade is manufactured with a specific composition of metals and has specific utility. For example, SUP 9 has 0.52 - 0.60% of Carbon, 0.15-0.35% of Silicon, 0.65- 0.95 % of Magnesium, 0.65 to 0.95% of Chromium, upto 0.03% of Sulphur and upto 0.03% of Phosphorus. The SUP-9 has excellent properties such as high strength, hardness and resistance to deformation. Due to high tensile strength and durability, resistance to fatigue and high loads, it is used to manufacture leaf springs for vehicles, railway springs, agricultural equipment such as plow blades, harrows, dicks and other soil-engaging tools. The Company manufactures more than 50 grades based on the demands of our customers.

The Company purchases the steel scrap from the metal scrap dealers as the major raw material to manufacture ingots. The steel scrap mainly has the traces of other metals like copper, nickel, chromium, magnesium, vanadium etc. Our Company has two spectrometer devices which calculate the composition of metals in the scrap. Our Company, on ascertaining the composition of a particular metal in the scrap, buys it to manufacture specific grades. Instead of buying the pure metal, the metal extracted through the scrap is more economical and helps our Company to command higher margins. However, any deficiency of any metal in the scrap is made good by adding the pure metal. The Company strategy and ability to produce grade through scrap gives a cost advantage to the Company.

Manufacturing grades is a more complex and time taking process, it requires specialized knowledge and expertise as it requires the mixing of metals and chemicals in a specified proportion. The metal is heated in the blast furnace at a temperature of 1580-1620 Degree Celsius and the specific metals and/or chemicals are added to manufacture the desired grade. The Company has a team of chemists who are responsible to add metals and / or chemicals in a specific proportion and plays a critical role in the process. The complex nature of manufacturing graded ingots helps the Company to maintain good margins.

Our Company majorly sells its products to the rolling mills and forging companies who make different products from the ingots for the automotive, infrastructure, engineering industry and other related industries. However, the Company does not have any control on the final product as it sells ingots to rolling mills and forging companies, who produce different products.

Our Company sells its products to Ludhiana, Jalandhar and Mandi Gobindgarh in Punjab owing to high demand in the market. The proximity of the market helps Company to save time and transportation cost. In the year 2022, the Company has undergone major technological upgradation. The Company has added magnetic crane which has increased the efficiency and resulted in cost saving. Further the Company has increased its manufacturing capacity by replacing twin 10 metric tonne in place of single 4 metric tonne furnace.

Our Company is equipped with the latest plant and machinery to produce quality products. The Company leverages an in-house quality control measures with in-house testing equipments to test the quality of our products. Our finished goods undergo a strict quality check to ensure best quality standards set in the industry. The Company has strong team lead by our promoter Mr. Mahesh Gupta which continuously endeavour to develop new grade and improving the functionality.

In a strategic shift the Company has been going through a forward integration by installing a rolling mill, having capacity of 70,000 tonne per annum, to manufacture products such as Round Bar, RCS/ Square Bars, Hex Bars and Flat Bars and the productions is expected to start in April 2025. Our Company has installed a rolling mill, as on September 30, 2024, our Company has purchased Plant and Equipment amount to Rs. 1,349.09 Lakhs. The new products primarily will be sold to forging companies to produce components and parts used in different industries. This forward integration will enable our Company to pursue a new growth trajectory, shifting towards the sale of value-added products instead of raw materials. This strategic move will allow us to cater to a broader customer base and enhance our profit margins.



Some Financial highlights of our Company

Some of our financial details for the period ended on September 30, 2024 and for Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively, are set out below:

(Rs. in Lakhs)

Key Financial Performance	For the period ended on September 30, 2024	For the financial year ended March 31 st		
		2024	2023	2022
Revenue from operations ⁽¹⁾	10,552.91	16,803.79	12,429.75	8,095.98
Total Income ⁽²⁾	10,556.77	16,815.02	12,429.80	8,129.45
EBITDA ⁽³⁾	709.27	1,012.92	476.53	(508.50)
EBITDA Margin ⁽⁴⁾	6.72%	6.03%	3.83%	(6.28%)
PAT	419.55	658.77	289.15	(597.01)
PAT Margin ⁽⁵⁾	3.98%	3.92%	2.33%	(7.37%)
Operating cash flow	725.45	212.55	162.89	(13.56)
Net worth ⁽⁶⁾	2,086.50	1,666.95	153.70	(135.45)
Net Debt ⁽⁷⁾	2172.48	1260.38	1471.97	918.41
Debt Equity Ratio ⁽⁸⁾	1.05	0.79	9.80	(7.011)
ROCE (%) ⁽⁹⁾	15.12%	31.13%	24.59%	(64.11%)
ROE (%) ⁽¹⁰⁾	20.11%	39.52%	188.13%	N.A.*

* In Fiscal 2022, Company Net worth and Profit after Tax, both were in negative. Hence, ROE cannot be calculated for Fiscal 2022.

¹⁾ Revenue from operation means revenue from sales and other operating revenues.

²⁾ Total Income represents the total turnover of our business i.e., Revenue from Operations and Other Income, if any.

³⁾ EBITDA means Profit before depreciation, finance cost, tax and amortization minus other income.

⁴⁾ 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.

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

⁶⁾ Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve arising on consolidation, capital redemption reserve, write-back of depreciation and amalgamation.

⁷⁾ Net debt = non-current borrowing + current borrowing – Cash and Cash Equivalent.

⁸⁾ Debt equity ratio means ratio of total debt (long term plus short-term including current maturity of long-term debt) and Equity Share capital plus other equity.

⁹⁾ Return on Capital Employed is ratio of EBIT and Capital Employed. Capital Employed is Total Shareholder's Equity, Non-Current Borrowing and Short-Term Borrowing.

¹⁰⁾ Return on Equity is ratio of Profit after Tax and Average Shareholder Equity.

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total income	Total income is used by the management to track revenue from operations and other income.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.



PAT	<i>Profit after tax provides information regarding the overall profitability of the business.</i>
PAT Margin (%)	<i>PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.</i>
Operating Cash Flows	<i>Operating cash flows activities provides how efficiently our company generates cash through its core business activities.</i>
Net Worth	<i>Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.</i>
Net Debt	<i>Net debt helps the management to determine whether a company is over leveraged or has too much debt given its liquid assets</i>
Debt-equity ratio (times)	<i>The debt to equity ratio compares an organization's liabilities to its shareholder's equity and is used to gauge how much debt or leverage the organization is using.</i>
ROE (%)	<i>ROE provides how efficiently our Company generates profits from shareholders' funds.</i>
ROCE (%)	<i>ROCE provides how efficiently our Company generates earnings from the capital employed in the business.</i>

Reason for changes in Revenue & Profit in past years: -

Kindly refer page 98 for detailed explanation in respect of changes in revenue & profits of the past years of the Company.

Manufacturing Unit/ Facility

We have one manufacturing plant which is strategically located at Village Doraha, G.T. Road, Ludhiana-141421, Punjab, India having total area of 13,750 square yard (Sq. Yd.).

Our Company has one shed exclusively for manufacturing and storing ingots, measuring 320*80 Sq. Feet. The said shed houses two furnaces of 10 tonnes each. Single furnace is used at a time which can manufacture 10 tonnes of ingot every two hours.

In the Financial Year 2025, our Company added two sheds measuring 320*80 Sq. Feet. and 35*80 Sq. Feet. to house a rolling mill and penal, transformer, motors, ejector etc. respectively. The rolling mill has a capacity to manufacture 70,000 metric tonnes per annum.

Hence, as on the date of this Draft Red Herring Prospectus, we manufacture Steel and Alloy Ingots in one shed and we will manufacture products like Round Bar, RCS/ Square Bars, Hex Bars and Flat Bars in the other shed from April 2025 in other side.

Our Company has sufficient capacity to store both raw materials and finished goods. Additionally, we are well-positioned to meet future demand, as we have ample surplus space available to add further sheds for storage and manufacturing as needed.



OUR MACHINERIES

The following is a brief description of the critical machineries deployed by us in the manufacturing processes carried out at our Manufacturing Facility:

Sr. No.	Description	Qty.	Size / Capacity	Function
1.	Weight Bridge	1	120 MT	Weight for Trucks Scrap, Ingots, Magnet
2.	Weight Bridge Display	1	6 Digits	For Weight Slip
3.	Magnet Crane	1	15 MT	For Scrap Unloading
4.	Magnet Crane	1	20 MT	For Scrap Loading and Unloading
5.	Panji Crane Double Hoist	1	25 MT	For Mould Lifting
6.	Furnace Port	2	10 MT in Two Hours	For Scrap Melting
7.	Pusher for Scrap	1	5 MT Per Hour	For Putting Scrap into Furnace Port
8.	CI Ingot Moulds	225 PCS	3X4, 4X5, 5X6	Moulds for Ingot Pouring
9.	CI Bottom Plate	3 PCS	32 FT, 36 FT, 40 FT	CI Plate for Mould Setting
10.	Compressor	3 PCS	10 HP	Air for Plate, Mould. Ref Cleaning
11.	Transformer	1	3500 KVA	For Furnace Electrical Connection
12.	Transformer	1	500 KVA	For Electrical Motor Load
13.	CT PT	1	4000 KW	For Electrical Load/ Meter Reading
14.	Farma Cutting Machine	1	72 INCH	Making Farma for Furnace Port
15.	Mould Grinder	1	-	Polish for Ingot Mould
16.	Spectrometer	2	-	For Sample Testing
17.	Pollution Chimney	1	60 Feet	For Pollution Control
18.	Pollution Bag House	3	60 Feet	For Pollution Dust
19.	Pollution Hotting Zone	1	-	For Pollution
20.	Cooling Fan	1	-	For Softness of Water
21.	Cooling Tower	1	-	Colling For Furnace
22.	Drive For Pollution	1	-	Automatic Pollution Driver



23.	Ladle	3	15 MT, 12 TON, 16 TON	For Pouring Liquid Iron to Ingot Mould
24.	Hot Top Moulds	50 PCS	12, 15, 16	For Making Special Grade
25.	Furnace for Sample Grade	1	5 KGS	For the Development of New Grade Ingot
26.	Generator	1	125 KVA	Only for Emergency Cranes
27.	Front Hood Furnace	1	-	Moveable Port 1 To 2
28.	Cooling Air Fans	5	-	Cooling Ingot
29.	Silicate Tanker	1	4000 LTR	For refractory pasting
30.	Heaters	8	-	Heat Treatment
31.	Motor	1	125 KVA	Standby
32.	Motor	4	30HP	Standby
33.	Motor	2	7.5 SLIPRING	Standby
34.	Motor	4	5 HP	Standby
35.	Motor	2	3.5 HP	Standby
36.	Change Over	1	3000 KW	Changing Connection from one port to another
37.	DC Motor	1	3000 Watt	For Furnace
38.	Resistance Box	9 PCS	-	For Furnace Load
39.	Panji	1	-	Finish Goods Loading to Truck
40.	Sample Cutting Machine	1	-	For taking sample
41.	Ci Cast Hot Tops	150 PCS	-	For Grade Making Purpose
42.	Lancing Pipe	200 PCS	-	Ladle for Gas Free
43.	Chimney	3	-	For safely vent smoke, gases, and heat.
44.	Ladle Heater	1	1000 KVA	Heater for Hot Ladle
45.	Julha	1	-	For Mould Opening
46.	Electrical Panel	1	-	Automatic System of Furnace
47.	Electrical Panel	1	-	For Crane
48.	Electrical Panel	1	-	For Furnace
49.	Reheating Box	4	-	For ref. Pre heating
50.	MDI Meter	1	-	Demand Controller for regulating temperature Furnace
51.	Oxygen Cylinder	10	-	For Steel Cutting
52.	Agron Cylinder	2	-	For removing gases from ladle
53.	LPG Cylinder	10	-	For Steel Cutting
54.	Hand Grinder	1	-	For Ingot Grinding/ Polishing
55.	Casting Lining	6	-	Setup of 18"Ruff
56.	Ruff	1	18"	1st Draw of Ingot
57.	Reduction Gear	1	Reduction 18"	For regulation thickness
58.	Penion	1	18"	For regulation thickness
59.	Ruff Stand	1	18"	For regulation thickness
60.	Bracket Set with Bearing	2	18"	For regulation thickness
61.	Motor	1	850 KVA	For Reduction Gear
62.	Platform For Motor	1	18"	For Reduction Gear
63.	Polli Set 52"	1	18"	For Reduction Gear

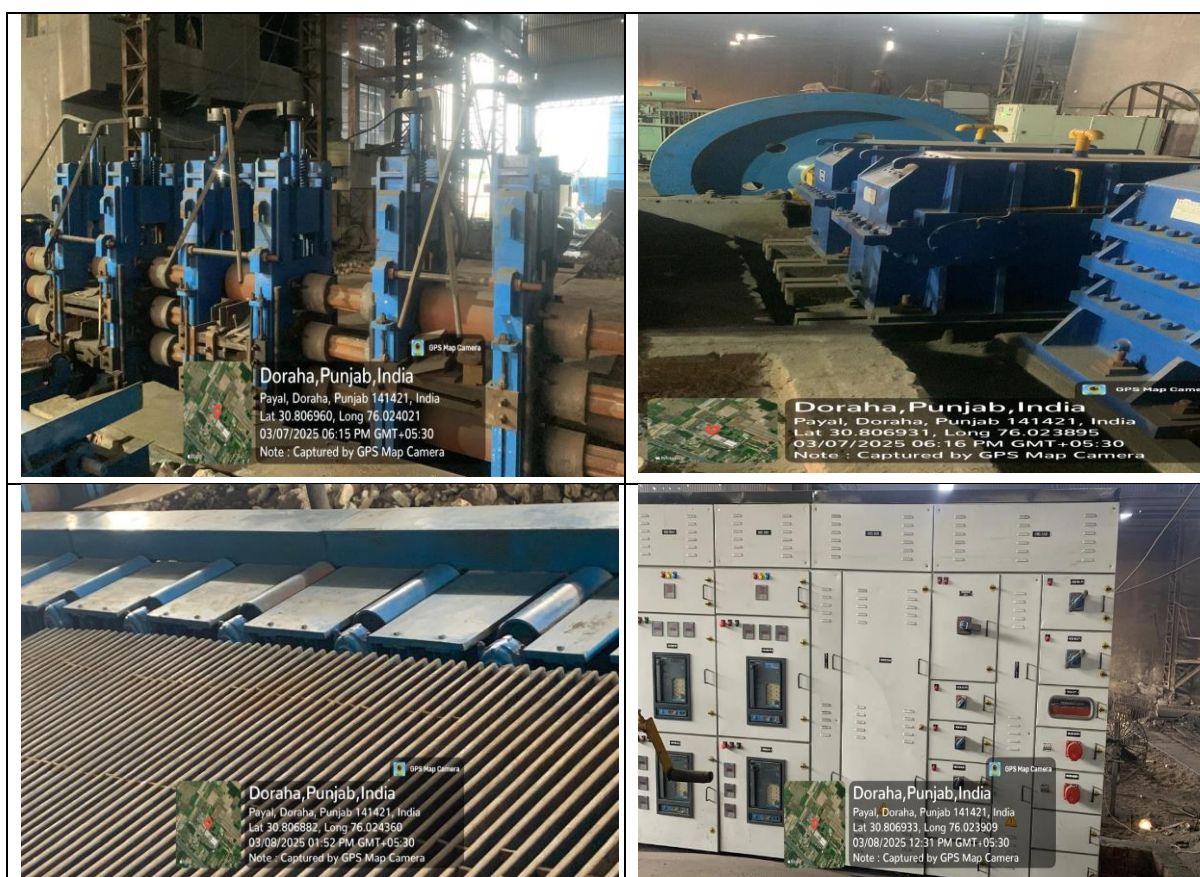


64.	Polli Set 26"	1	18"	For Reduction Gear
65.	Fly Wheel	1	18 mt	For Reduction Gear
66.	Conveyer Roft	1	18"	For shifting stand to stand
67.	Conveyer Rolling	1	18"	For shifting stand to stand
68.	Conveyer Rolling	1	18"	For shifting stand to stand
69.	Conveyer Ruff	1	12"	For shifting stand to stand
70.	Stand Mill	6	12"	Round production
71.	Peion	1	12"	Round production
72.	Reduction Gear	1	12"	Round production
73.	Cast Lining	1	12"	Part of Rolling mill
74.	Cast Lining Stand	1	12"	Part of Rolling mill
75.	Motor	1	850 KVA	Part of Rolling mill
76.	Polli Set	1	52"	Part of Rolling mill
77.	Polli Set	1	26"	Part of Rolling mill
78.	Bracket Set with Bearing	2	-	Round production
79.	Water Pipe Line (Hot)	1	-	Water cooling system
80.	Water pipe (Cold)	1	-	Water cooling system
81.	Kharad	2	16'	For regulating size of rollers
82.	Kharad	2	12'	For regulating size of rollers
83.	Kharad	1	8'	For regulating size of rollers
84.	Kharad	1	6'	For regulating size of rollers
85.	Shaper	1	30mm	For regulating size of rollers
86.	Drill Machine	1	2.5 Inch	For punching
87.	Rulahs	6	18"	Round production
88.	Roller	36 pcs	12"	Round production
89.	Water Plant	1	-	Round production
90.	Water Plant	1	-	Round production
91.	Gas Cutter	6	-	For Cutting
92.	Welding Set	4	-	For Cutting
93.	Electrical Pannel	1	-	All Electrical Setup
94.	Transformer	1	1600 KVA	All Electrical Setup
95.	Furnace (For Rolling Mill)	1	10-15 MT per hour	For Pre heating
96.	Pusher	1	-	For Ingot Push into Furnace
97.	Ejector	1	-	Ingot Out into Furnace
98.	Gas Pipe Line	1	-	Gas Pipe Line
99.	Blower	1	50HP	For heating
100.	Pump Set	2	3 HP	For water cooling
101.	Rectifier	1	-	For re-entering hot air into furnace
102.	Gas Berner	7	-	Part Of Furnace
103.	Cutting Machine	2	-	Difference Size of Round Cutting
104.	Colling Bed	1	-	For Colling Purpose
105.	Fan 3 HP	15	-	For Workers
106.	Fan 5 HP	10	-	For Workers
107.	Water Tank	1	3 Lakh Liter	Water storage
108.	Water Pump	2	30 HP	Water Supply System for Machinery

109.	Water Pump	4	20 HP	Water Supply System for Machinery
110.	Motor	5	10 HP	Part Of Conveyor
111.	Motor	6	7.5 HP	Part Of Conveyor
112.	Motor	5	5 HP	Part Of Conveyor
113.	Motor	2	15 HP	Part Of Conveyor
114.	Motor	15	3 HP	Part Of Conveyor
115.	Cast Lining	50	-	For Ingot Pusher
116.	Air Chimney	2	-	Part Of Furnace and Rolling Mill

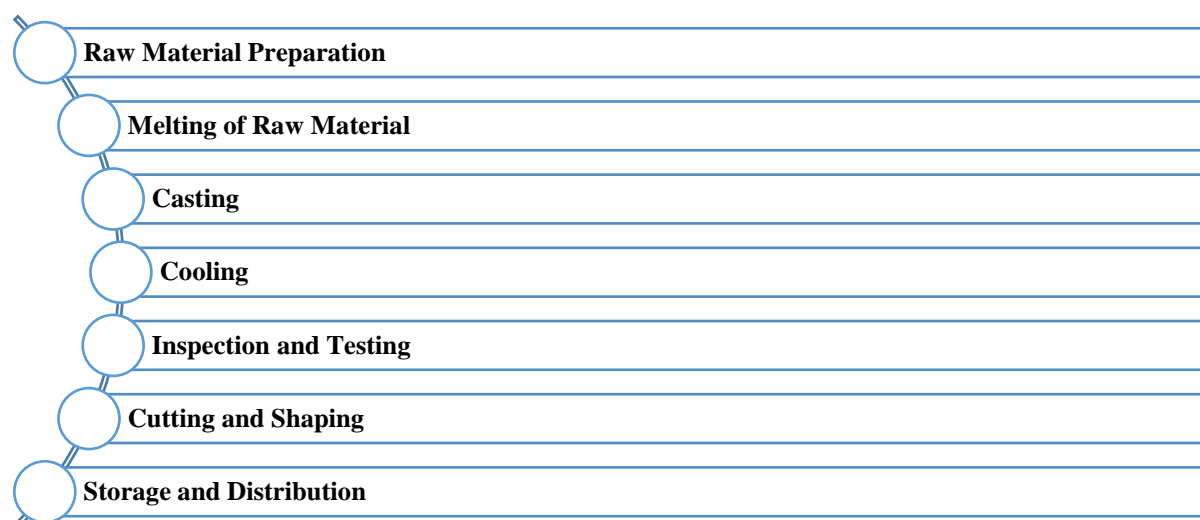
Note: All machineries are owned by the Company and they are neither leased or rented.

Photos of Rolling Mill: Our Company has installed the Rolling Mill, the production is expected to start from April 30, 2025.



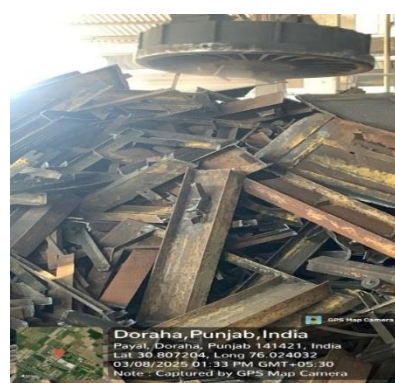


Our manufacturing process for ingots is as follows:





1. Raw Material Preparation

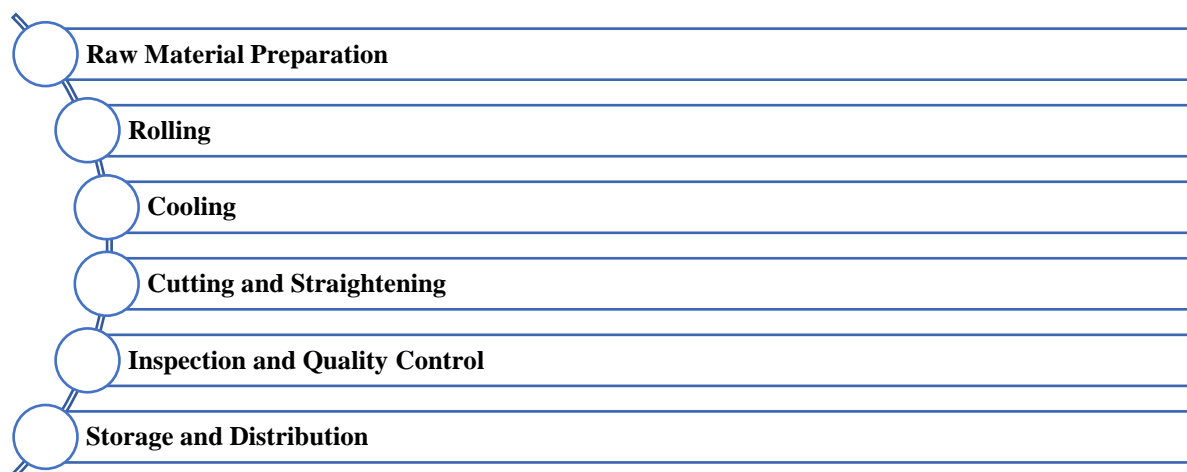
Our company primarily relies on iron scrap as the major raw material, which often contains trace amounts of other metals like copper, nickel, silica and other metals. In addition to iron scrap, we also utilize other raw materials, including rimming mass, refractories, ferro manganese, titanium, ferro molybdenum, copper, nickel, boric acid etc. To produce specific grades of metal, we carefully determine the required quantities of different metals. Based on the desired grade, we arrange for the appropriate combination of iron scrap and pure metals at our facility to ensure optimal manufacturing.



2. Melting	
<p>Once the furnace is prepared, the iron scrap is loaded into it and heated until it reaches a temperature of 1580-1620 degrees Celsius. Depending on the requirements for the specific grade, additional metals and/or chemicals are added. The temperature of the molten metal is monitored using a thermocouple. When the desired temperature is achieved, a sample of the molten metal is taken for composition analysis using a spectrometer. This device determines the concentrations of various metals in the sample. If a particular metal is found to be deficient, it is added to the furnace; conversely, if any metal is present in excess, iron scrap may be added to achieve the desired composition.</p>	<p>Doraha, Punjab, India Payal, Doraha, Punjab, 141421, India Lat: 30.806955, Long: 76.023859 03/08/2025 03:37 PM GMT+05:30 Note: Captured by GPS Map Camera</p>
3. Casting	
<p>On getting the right composition of the molten metal, the said molten is first poured into the ladle. The molten metal may contain unwanted oxides and impurities which need to be removed. To remove oxide and impurities the aluminum is added, being a deoxidizing agent, helping to remove unwanted oxides from the molten metal, which can enhance the quality and purity of the final ingot. Also, being a lightweight metal, when alloyed with other metals, can enhance properties such as strength, corrosion resistance, and ductility. This can improve the overall performance of the final product. After the unwanted oxides and impurities are removed the molten metal is poured into the mould.</p>	<p>Doraha, Punjab, India Payal, Doraha, Punjab, 141421, India Lat: 30.806955, Long: 76.023859 03/08/2025 01:48 PM GMT+05:30 Note: Captured by GPS Map Camera</p>
4. Cooling	
<p>The molten metal poured into the mould is allowed to cool and solidify, taking the shape of the mould. Typically, the mould is left to cool for about half an hour before the casting is removed. However, for certain grades, the casting remains in the mould for an extended cooling period, ranging from 12 to 18 hours, before being removed.</p>	<p>Doraha, Punjab, India Payal, Doraha, Punjab, 141421, India Lat: 30.806955, Long: 76.023859 03/08/2025 12:23 PM GMT+05:30 Note: Captured by GPS Map Camera</p>
5. Inspection and Testing	
<p>Once the molten metal has solidified, it is removed from the mould, and sample-based testing is conducted to verify that the final product has the correct composition of various metals. Also, the final product is also inspected for surface defects. If the sample passes the test, the entire batch is approved for further processing or use.</p>	<p>Doraha, Punjab, India Payal, Doraha, Punjab, 141421, India Lat: 30.806955, Long: 76.023859 03/08/2025 03:41 PM GMT+05:30 Note: Captured by GPS Map Camera</p>

6. Cutting and Shaping	
<p>Once the batch passes the final testing, the ingots are removed from the moulds, and any excess metal is cut off. The ingots are then shaped into rectangular forms.</p>	
7. Storage and distribution	
<p>The finished products are stacked in the factory for storage and are prepared for delivery to customers based on demand.</p>	

Our manufacturing process for round bars, Hex bars, Square bars and Flats are as follows:



- Raw Material Preparation:** The primary raw materials for manufacturing Round Bars, RCS/Square Bars, Hex Bars and Flat Bars, are Steel and Alloy Ingots. These ingots are loaded into a reheating furnace using a magnetic crane, where they are heated to temperatures between 1100°C and 1250°C. This heating process softens the metal, making it easier to roll. The heating must be done uniformly to ensure consistent mechanical properties throughout the metal.
- Rolling:** Once the ingots are heated, they are passed through a series of Rough rolling mills. The rolling process begins with rough rolling, which reduces the cross-sectional area of the billet and shapes it into a basic form. The billets are then passed through intermediate and finishing rolling mills to achieve the final desired dimensions and surface finish.



- **Roughing Mill (Initial Rolling):** In this first stage, the heated ingots are passed through the roughing mill, where their cross-sectional area is significantly reduced. The ingots elongate as they are shaped into a more manageable form, setting the stage for more precise rolling.
 - **Intermediate Rolling:** After roughing, the billet moves to the intermediate rolling stage. Here, the billet is passed through several rolling stands, each of which further reduces its size while shaping it more precisely. The billet is passed multiple times through specially designed passes, which progressively shape it into intermediate forms such as rectangles or squares, preparing it for the final rolling stage.
 - **Finish Rolling:** At this stage, the product takes its final shape and size. The billets are passed through finishing stands equipped with precision rollers that give the metal the exact round, square, hexagonal, or flat cross-section. The final product emerges as a smooth, precisely sized rod or bar, depending on the intended form.
3. **Cooling:** After the final rolling, the rods or bars are transferred to a cooling bed where they are cooled uniformly by air. Controlled cooling is critical for maintaining the structural integrity of the metal and preventing internal stresses or cracks.
 4. **Cutting and Straightening:** Once cooled, the rods or bars are cut to the desired length using mechanical shears or saws. After cutting, they may undergo straightening to correct any distortions caused during rolling or cooling. Straightening machines are used to ensure that the rods or bars are perfectly aligned.
 5. **Inspection and Quality Control:** To ensure the rods or bars meet required specifications, they undergo a thorough inspection. The dimensions (e.g., diameter for round rods, side lengths for square and hex rods) are measured to ensure they align with customer specifications. Ultrasonic devices are used to inspect the surface for defects such as cracks, scaling, or uneven finishes, ensuring the product's quality and reliability.
 6. **Storage and Dispatch:** Once the rods or bars pass all quality tests, they are either stored in a designated area or dispatched to customers. Products are bundled, labelled, and prepared for transport based on customer orders.

Collaborations

As on the date of this Draft Red Herring Prospectus, Company does not have any collaboration with any party.

Performance Guarantee

As on the date of this Draft Red Herring Prospectus, Company does not have any obligations related to Performance guarantee.

Utilities:-

Raw Materials:

Our company acquires raw materials from suppliers based in India without having specific contracts in place. The company places a strong emphasis on ensuring the quality and timely delivery of goods to its clients, leading to a diverse list of suppliers for raw materials. Our company maintains flexibility by not being tied to any specific supplier, and its list of suppliers is subject to change based on factors such as product availability, pricing, and logistics. It is to be noted that no formal agreements have been established with the following suppliers, allowing the company to adapt to changing circumstances in the procurement process.

Major raw material for our Company is metal scrap, which primarily contains steel and traces of other metals such as manganese, cobalt, nickel, titanium etc. For example, our Company procure metal scrap specifically from Tamil Nadu which contains a good proportion of Titanium, which makes it more valuable to manufacture grades of

higher value. The metal scrap is procured from across the Country based on the availability, price, delivery time, and amount of other metal in the scrap. The metal scrap is tested to ascertain the amount of other metal present in the scrap, based on the type of other metal traces present in the metal scrap, cost is determined. We use a spectrometer to ascertain the composition of the metal scrap.

Refractories are materials capable of withstanding extremely high temperatures and are used to line the interior surfaces of moulds. Their primary function is to prevent molten metal from coming into direct contact with the mould, ensuring that the metal cools without adhering to or reacting with the mould surface. This allows the molten metal to solidify smoothly, ensuring proper casting quality and protecting the mould from damage.

Riming mass to a protective layer or coating that forms on the surface of copper coils inside the furnace. Riming mass helps insulate the copper coils from the extremely high temperatures generated inside the furnace. By providing a thermal barrier, it protects the coils from overheating and potential damage. Once the riming mass is coated around the copper coils it protects the coil for 36 hour and is changed after every 36 hours.

To produce a particular grade various metals / chemicals are required in a specific proportion. The metal scrap may not contain the right proportion of all the metals / chemicals, any deficiency is made good by adding pure metals / chemicals from outside. Our Company utilises various other metals/ chemicals such as Ferro Manganese, Nickel, Silica, Titanium, Copper, Ferro Boron, Ferro Chrome, Ferro Molybdenum, Ferro Silicon, Boric Acid, Aluminium Sili etc.

Our Raw material primarily includes metal scrap and pure metals/ chemical for manufacturing alloy steel. Below are some photos of raw materials used by our Company to manufacture Steel and Alloy Ingots.





Our top ten suppliers for the six months ended on September 30, 2024 and preceding three financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022 are as follows: -:-

For the period ended on September 30, 2024

Name of Suppliers	Amount (Rs. in Lakhs)	% of Total Purchases	Period of association (No. of years)
Supplier 1	870.54	8.69	0.50
Supplier 2	754.32	7.53	0.50
Supplier 3	734.58	7.34	0.50
Supplier 4	701.10	7.00	1.00
Supplier 5	683.75	6.83	0.50
Supplier 6	594.44	5.94	2.00
Supplier 7	562.36	5.62	0.50
Supplier 8	488.57	4.88	0.50
Supplier 9	413.83	4.13	0.50
Supplier 10	401.60	4.01	0.50
Total	6,205.09	61.96	

For Fiscal 2024

Name of Suppliers	Amount (Rs. in Lakhs)	% of Total Purchases	Period of association (No. of years)
Supplier 1	1,938.66	12.29	2.00
Supplier 2	1,546.96	9.81	1.00
Supplier 3	1,523.37	9.66	2.50
Supplier 4	1,241.88	7.87	1.50



Supplier 5	974.91	6.18	2.00
Supplier 6	758.02	4.81	1.50
Supplier 7	671.60	4.26	1.00
Supplier 8	581.62	3.69	1.50
Supplier 9	505.73	3.21	1.50
Supplier 10	471.15	2.99	2.00
Total	10,213.92	64.76	

For Fiscal 2023

Name of Suppliers	Amount (Rs. in Lakhs)	% of Total Purchases	Period of association (No. of years)
Supplier 1	1,113.44	9.77	2.00
Supplier 2	1,005.91	8.82	2.50
Supplier 3	807.16	7.08	2.00
Supplier 4	725.90	6.37	2.50
Supplier 5	458.07	4.02	4.00
Supplier 6	432.45	3.79	7.50
Supplier 7	378.30	3.32	2.00
Supplier 8	259.30	2.27	2.00
Supplier 9	254.97	2.24	2.00
Supplier 10	253.86	2.23	2.50
Total	5,689.35	49.90	

For Fiscal 2022

Name of Suppliers	Amount (Rs. in Lakhs)	% of Total Purchases	Period of association (No. of years)
Supplier 1	1,443.13	21.12	4.00
Supplier 2	1,191.55	17.44	7.50
Supplier 3	426.11	6.24	4.00
Supplier 4	319.02	4.67	7.00
Supplier 5	274.03	4.01	3.50
Supplier 6	252.60	3.70	6.50
Supplier 7	237.96	3.48	7.50
Supplier 8	192.56	2.82	6.50
Supplier 9	185.34	2.71	3.00
Supplier 10	184.16	2.70	4.00
Total	4,706.47	68.88	



Set out below the top 10 suppliers indicating as a percentage (%) of our Cost of Goods Sold:

(Rs. in Lakhs)

Particular	For the period ended on September 30, 2024	For the FY ended on March 31, 2024	For the FY ended on March 31, 2023	For the FY ended on March 31, 2022
Cost of Goods Sold (COGS)	9,034.36	14,312.14	11,003.46	7,638.05
Top 10 Suppliers contribute	6,205.09	10,213.92	5,689.35	4,706.47
% of total COGS	68.68%	71.37%	51.71%	61.62%

Water

The water requirements at our Manufacturing Facility are met through water tankers procured from local water supply providers on a need-basis during the course of our business operations.

Power

Our Manufacturing Facility and registered office have adequate power supply from the public supply utilities. For the Manufacturing Facility, we have a connected load of 3300 Kilo watt from Punjab State Power Corporation Limited (PSPCL). Our Company has a dedicated leased power line from the PSPCL which gives us high assurance for continuous power supply. As on September 30, 2024, our Company has given a security deposit of 107.58 Lakhs to PSPCL for the dedicated power line. Further our Company get a rebate and subsidiary for utilizing power at night of Rs. 1.50 per unit i.e. 10:00 P.M. to 06:00 A.M., as a result our Company received a discount of Rs. 17.76 Lakhs, Rs. 20.35 Lakhs and Rs. 24.69 Lakhs for the billing month of November 2024, December 2024 and January 2025.

To deal with any contingency our Company has installed a diesel generator set of 125 KVA. However, till date it never came to use.

Insurance

Our operations are subject to hazards inherent to manufacturing steel products, such as work accidents, storms, fire, tempest, earthquake, flood and other force majeure events, inundation and explosions including hazards that may cause severe damage, including damage caused to employees. We are also subject to losses resulting from defects or damages arising during transit of our Products in addition to risk of equipment failure, acts of terrorism and environmental damage. We may also be subject to product liability claims if the products that we manufacture are not in compliance with regulatory standards and the terms of our contractual arrangements.



In this regard, our Company has maintained various insurance policies, in amounts that we believe are commercially appropriate are as follows:

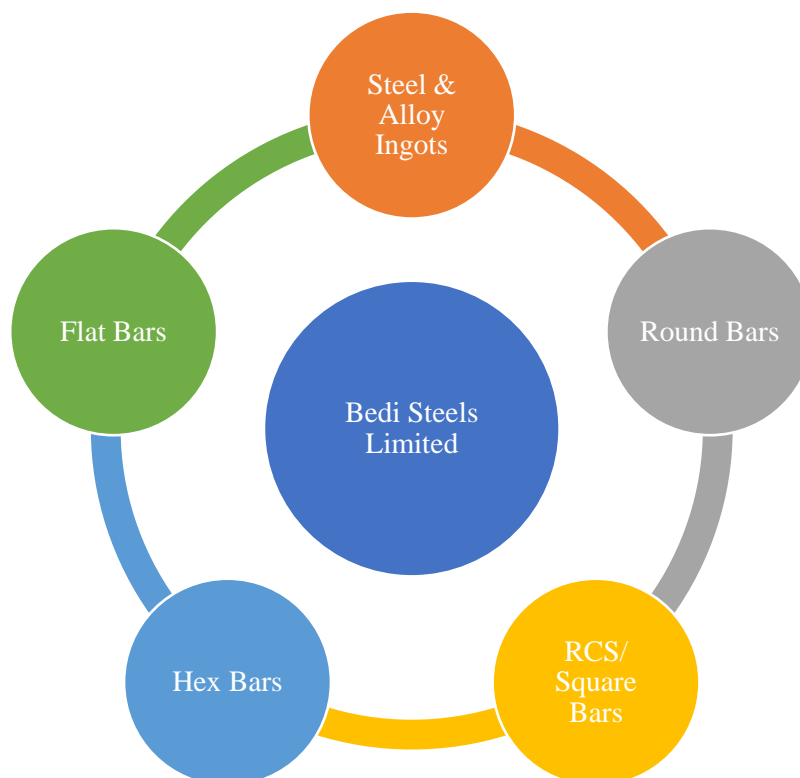
Sr. No.	Insurance Company	Policy Number	Period of Insurance	Policy Name	Purpose	Sum Assured (Rs. in Lakhs)	Premium Paid (Amount in Rs.)	Sum Assured as a percent of the Revenue for period ended March 31, 2024
1.	Magma HDI General Insurance Company Limited	P002410001 8/4193/1000 55	November 02, 2024 to November 01, 2025	Commercial Vehicle Liability Only Policy	Insurance for Commercial Vehicle	9.50*	39,669.00	0.06
2.	ICICI Lombard General Insurance Company Ltd	4002/35480 4722/000/00 0	August 02, 2024 to August 01, 2025	Burglary Insurance Policy	Insurance for Burglary against all kinds of stocks	2,800.00	28,320.00	16.66
3	ICICI Lombard General Insurance Company Ltd	1021/35477 5851/00/000	August 02, 2024 to August 01, 2025	ICICI Lombard MSME Suraksha Kavach (Complete Fire Insurance)	Insurance against Risk of Fire Insurance	960.00	62,304	5.71
4.	ICICI Lombard General Insurance Company Ltd		March 10, 2025 to August 01, 2025			1,500**	47,501	8.93
5.	ICICI Lombard General Insurance Company Ltd	5002/36197 6140/00/000	September 27, 2024 to September 26, 2025	Electronic Equipment Insurance Policy	Insurance against material damage to electronic equipment	21.00	24,781	0.12
6.	ICICI Lombard General Insurance Company Ltd	5003/36197 6138/00/000	September 27, 2024 to September 26, 2025	Machinery Breakdown Insurance Policy	Insurance against breakdown of machinery	164.80	135,699	0.98

* The company has insured its owned truck to cover damages to third-party property up to a maximum of ₹7.50 lakhs. Additionally, the policy provides personal accident coverage of ₹1.00 lakh each for the company's driver and helper.

** The Company, increased coverage for machinery exclusively for the newly added Rolling Mill against Risk of Fire by an amount of Rs. 1500 lakhs through an Endorsement No. 1021/354775851/00/001.

OUR PRODUCTS

Range of our products are bifurcated mainly into five categories, namely:



A brief description of our products as follows:

Ingots			
Product description	Application	Size/Range	Photo of Product
<ul style="list-style-type: none"> Ingots are blocks of metal cast into convenient shapes for storage, transportation, and used to manufacture different products. Our Company manufactures 50 grades of ingots, the major grades are SUP-9, 27MNCRB5, EN-18, EN-31, EN-45A, 20MNCR5, SAE8620, H13, EN24, 31CRV3 etc.. 	<ul style="list-style-type: none"> Ingots are primarily sold to rolling mills, which produce products such as Round Bars, Hex Bars and Flat Bars similar items used across various industries. This makes ingots the foundational or "mother" product in the manufacturing process. 	124 Kg to 165 Kg	
Production will be start from April 2025 of following products			
Round Bars			
<ul style="list-style-type: none"> Round bars are produced in rolling mills by heating billets or ingots and passing them through a series of rolling stands 	<ul style="list-style-type: none"> Round Bars are primarily sold to forging companies to produce wide range of parts such as shafts, 	17 mm to 66 mm	

<p>that progressively shape the material into a cylindrical form.</p> <ul style="list-style-type: none"> • Our Company produces Round Bars of different grades depending of the customer need. 	<p>gears, fasteners, valves, and other rotationally symmetric components.</p> <ul style="list-style-type: none"> • Round bars are widely used in the automotive, aerospace, power generation, and heavy machinery industries. 		
Hex Bars			
<ul style="list-style-type: none"> • Hex bars are produced in rolling mills by heating billets or ingots and passing them through specially shaped rolling dies that form the material into a hexagonal cross-section. • Our Company produces Round Bars of different grades depending of the customer need. 	<ul style="list-style-type: none"> • Hex bars are primarily used to create fasteners like bolts and nuts. Their hexagonal shape offers better grip and torque capabilities, which are ideal for such applications. • Hex bars are widely used to manufacture fasteners and industries such as oil and gas, construction, and mechanical industries. 	<p>25 mm - 68mm</p>	
Flats			
<ul style="list-style-type: none"> • Flat bars are produced in rolling mills by heating billets or ingots and passing them through flat rolling stands that compress and shape the material into a rectangular cross-section. • Our Company produces Round Bars of different grades depending of the customer need. 	<ul style="list-style-type: none"> • Flat are used to produce items that require a broader surface area, such as connecting plates, brackets, and frames. • Flats are primarily used in agriculture, heavy machinery and transport equipment manufacturing industry. 	<p>65x6 mm to 150x16 mm 0.40 mm to 80 mm</p>	
RCS/Square Bars			
<ul style="list-style-type: none"> • Square Bars are produced in rolling mills by heating billets or ingots and passing them through rolling stands that shape the material into a square cross-section. • Our company produces Square Bars of different grades based on customer requirements. 	<ul style="list-style-type: none"> • Square Bars are used to manufacture components requiring uniform strength and stability, such as shafts, fasteners, and machine parts. • Square Bars are primarily used in construction, engineering, and the manufacturing of tools and automotive components. 	<p>25x65 mm</p>	



Product-wise Revenue Breakup:

As of the date of this Draft Red Herring Prospectus, our Company primarily manufactures Steel and Alloy Ingots. While we have introduced new product lines, including Round Bars, RCS/Square Bars, Hex Bars, and Flat Bars, their production is expected to commence in April 2025. Consequently, revenue segmentation for these products is not yet available.

At present, our Company generates 100% of its revenue from the sale and trading of Steel and Alloy Ingots. These ingots are classified based on their grade, with each grade having a distinct chemical composition, though the core product remains the same. For the periods ending September 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, the entirety of our revenue was derived from ingots. Therefore, as of the date of this Draft Red Herring Prospectus, product-wise revenue differentiation does not apply to our Company.

Details of revenue from trading & manufacturing:

(Rs. in Lakhs)

Particulars	For the period / financial years ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Manufacturing	9,408.90	14,121.98	11,908.49	8,045.35
Revenue from trading	1,144.01	2,681.81	521.26	50.63
Total revenue from operations	10,552.91	16,803.79	12,429.75	8,095.98

Revenue Bifurcation from Government and Private Customers

Company sells its product only to private parties; hence 100% revenue comes from private customers.

Sales and Marketing

Our company employs brokers to help expand sales, compensating them with a commission based on the sales they generate. Additionally, our Company maintains long term relationships with many of our clients, leading to consistent repeat sales. Our Company has a good reputation in the market owing to our commitment to quality and good customer relations. This help Company to attract new customers and expand business.

Market

Due to the strong demand for our products and the strategic location of our manufacturing facility, we primarily supply to markets in Ludhiana, Jalandhar and Mandi Gobindgarh in Punjab. We sell steel and alloy ingots mainly to rolling mills and forging companies, which use our products to manufacture a variety of components. Additionally, the new products we have introduced will also be sold in these markets, as the demand remains substantial.

OUR BUSINESS STRATEGIES

1. Strengthen our brand value

Our Company has been selling steel and alloy ingots since 1990 and has consistently delivered quality products at competitive prices. The longstanding partnership with our customers which stands tall due to trust of decades has solidified the bond with the Company and has helped the Company to leverage its relationship which has translated into financial success and reputation. The “Bedi” is lauded for its good quality, timely delivery, and competitive prices. The Company is very particular in brand building and gives priority to its customer and quality of its product over everything else. Considering the market demand the Company intends to make



consistent efforts to strengthen our brand “Bedi” and enhance our brand visibility for attaining parity with our industry peers.

To capitalize the existing goodwill and the trust of our customers, our company has embarked on the new phase of growth by expanding the product mix through forward integration. Our Company continuously makes efforts to strengthen our brand name by focusing on the quality and customer relation.

2. Continue to improve operations

Our Company continuously studies the market trends and is always willing to move ahead of trends. We intend to acquire new machines, which not only increase the production but also the efficiency and the cost, which will help us to be competitive in the market. The Company in the Fiscal Year 2023 installed a magnetic crane which has replaced 20 odd workers and helped to save labour cost and made the process of lifting scrap to the furnace, efficient and automated. The Company added plant and machinery of Rs. 394.09 lakh and Rs. 720.37 lakh in the financial year 2023 and 2024. In the Fiscal Year, our Company installed capacity has increased from a single 4 tonne furnace to a dual 10 tonne furnace. However, only one furnace is operational at a time. The dual-port furnace system enables the company to maintain continuous, round-the-clock production. When one furnace is being prepared, the other can be used to manufacture ingots, ensuring uninterrupted workflow. The furnaces are lined with a protective rimming mass, which shields the furnace coils from overheating. This rimming mass gradually erodes over time and requires reapplication every 36 hours. By alternating between the two furnaces, production continues seamlessly—while one furnace undergoes maintenance or recoating, the other remains operational.

Our Company endeavour to take the advantage of the growing demand of its products in various industries and at the same time leveraging technology to add a cost advantage. The employee cost of the Company has come down from 169.05 Lakhs in the F.Y. 2022 to Rs. 63.95 Lakhs in F.Y. 2023 and further to Rs. 34.86 Lakh in F.Y. 2024 which was 1.94%, 0.53% and 0.22% of the total expenses in the respective year. In the and period ended on September 30, 2024 and Financial Years 2024, 2023 and 2022 the profit margins were 3.98%, 3.92%, 2.33% and (7.37%) respectively. The Company has shown desired results on increasing the profit margins on account of decreasing labour cost and increasing operational efficiency in line with our philosophy of leveraging technology.

Our Company has expanded its product mix to include Round Bars, Square Bars, Hex Bars and Flats, in its product line. Our Company has installed a rolling mill having capacity of 70,000 metric tonne per annum. Expanding the product line will not only help Company to add new customers but also help Company to create a strong brand, increase market reach and increase revenue streams. The Company has expanded Rs 1,349.09 lakh on installing a rolling mill and adding two sheds measuring 320*80 Sq. Feet and 35*80 Sq. Feet for housing Rolling Mill and penal, transformer, motors, ejector etc., respectively, The Company is committed to respond to the market demand and capitalized on future opportunities by continuously studying the market demand and trends.

3. Focus on meeting quality standards.

The success of our company mainly depends on delivering quality products to our customers at a competitive price. As the Company sells grades of ingot, the grade must have the right proportion of metals and chemicals to give desired functionality to the metal. The Company has two spectrometers which can calculate the proportion of metals in a piece of metal. Also, the Company has two full time chemists, who work under the supervision of Works Manager, are responsible to add the right amount of chemicals in the grade. The Company has dedicated a team in the quality assurance department led by our promoter Mr. Mahesh Gupta which continuously foresees the manufacturing process.

We will continue to maintain the quality of our existing products to cater to various customers in the market. We endeavour to maintain the quality of our products, and follow strict procedures to ensure timely delivery



at competitive prices. The company intends to strengthen its product development effort by leveraging skills of its employees which will help to increase the sales of the Company and retain customers. To achieve our goal to serve our customer with the best quality product, the Company has an in-house dedicated quality control team which continuously monitors and checks the product quality.

4. Leveraging our existing relationship with our existing customer and expanding our customer base.

The Company has enjoyed the longstanding relationship with many of the existing customers. The relationship stands mainly due to undeterred commitment for quality, timely delivery and trust. We mainly sell our products to rolling mills and forging companies who make different products used in different industries. The customers require particular grade to manufacture a particular a product like pipes, metal sheet, bearing etc. Every customer has a particular demand for grades. The Company is continuously developing new grades to expand its customer base.

Our Company is in the process to start its newly establish rolling mill, through forward integration by adding Rounds, Square Bars, Flats Bars and Hex Bars. The expansion in the product mix, will help our Company to expand the customer base and cater the wide range of customer demand. New products will mainly be sold to the forging companies and will be used to manufacture different products across a wide range of industries such as engineering, automobile, agriculture etc.

The below table shows list of our top 10 customers and the association of our Company with them for the six months ended on September 30, 2024 and preceding three financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022:

For the period ended on September 30, 2024

(Rs. in Lakhs)

Sr. No.	Name of the Customers	For the period ended on September 30, 2024	% of Revenue from Operations	Period of association (No. of years)
1	Customer 1	1,491.06	14.13	2.50
2	Customer 2	1,480.22	14.03	1.50
3	Customer 3	1,381.45	13.09	1.50
4	Customer 4	844.47	8.00	2.50
5	Customer 5	674.58	6.39	0.50
6	Customer 6	432.42	4.10	2.50
7	Customer 7	354.50	3.36	0.50
8	Customer 8	319.92	3.03	7.50
9	Customer 9	298.73	2.83	6.50
10	Customer 10	278.95	2.64	5.50
	Total	7,556.31	71.60	

For Fiscal 2024:

(Rs. in Lakhs)

Sr. No.	Name of the Customers	Fiscal 2024	% of Revenue from Operations	Period of association (No. of years)
1	Customer 1	4,522.90	26.92	1.50
2	Customer 2	2,195.25	13.06	1.50
3	Customer 3	1,071.43	6.38	2.50
4	Customer 4	1,197.45	7.13	2.50
5	Customer 5	930.92	5.54	2.50



6	Customer 6	850.52	5.06	6.50
7	Customer 7	560.34	3.33	7.50
8	Customer 8	552.48	3.29	7.50
9	Customer 9	425.57	2.53	1.50
10	Customer 10	371.49	2.21	2.50
	Total	12,678.35	75.45	

For Fiscal 2023:

(Rs. in Lakhs)

Sr. No.	Name of the Customers	Fiscal 2023	% of Revenue from Operations	Period of association (No. of years)
1	Customer 1	1,862.90	14.99	7.50
2	Customer 2	1,576.70	12.68	7.50
3	Customer 3	1,014.57	8.16	2.50
4	Customer 4	756.65	6.09	6.50
5	Customer 5	708.90	5.70	2.50
6	Customer 6	705.45	5.68	2.50
7	Customer 7	526.64	4.24	2.50
8	Customer 8	333.39	2.68	2.50
9	Customer 9	318.49	2.56	2.50
10	Customer 10	280.66	2.26	2.50
	Total	8,084.36	65.04	

For Fiscal 2022:

(Rs. in Lakhs)

Sr. No.	Name of the Customers	Fiscal 2022	% of Revenue from Operations	Period of association (No. of years)
1	Customer 1	4,338.59	53.59	7.50
2	Customer 2	1,725.52	21.31	7.50
3	Customer 3	298.54	3.69	6.00
4	Customer 4	163.13	2.02	5.50
5	Customer 5	156.33	1.93	3.50
6	Customer 6	138.97	1.72	6.50
7	Customer 7	133.32	1.65	6.50
8	Customer 8	76.68	0.95	7.50
9	Customer 9	63.58	0.79	7.00
10	Customer 10	58.19	0.72	2.50
	Total	7,152.85	88.35	

Set out below our top 10 customers indicating as a percentage (%) of our Revenue from Operations:

(Rs. in Lakhs)

Particular	For the period ended on September 30, 2024	For the FY ended on March 31, 2024	For the FY ended on March 31, 2023	For the FY ended on March 31, 2022
Revenue from Operations	10,552.91	16,803.79	12,429.75	8,095.98
Top 10 Customers contribute	7,556.31	12,678.35	8,084.36	7,152.85



% of total Revenue	71.60%	75.45%	65.04%	88.35%
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CAPACITY AND CAPACITY UTILIZATION

As on the date of this Draft Red Herring Prospectus, our Company manufactures only Steel and Alloy Ingots. Our Company has installed rolling mill substantially and expects to start production in April 2025. Our Company shall manufacture Rounds, Square Bars, Hex Bars and Flats from the newly installed rolling mill.

For Steel and Alloys Ingots

(in Metric Tonnes)

Capacity Utilization	For the period ended on September 30, 2024	For the FY ended on March 31, 2024	For the FY ended on March 31, 2023	For the FY ended on March 31, 2022
Installed Capacity (Ton)	30,000.00	30,000.00	30,000.00	30,000.00
Actual Production (Ton)	20,498.72	29,605.05	20,986.70	15,707.88
% Utilization	68.33*	98.68	69.96	52.36

*Not Annualized

Note: The capacity utilisation for Steel and Alloys Ingots has been certified by Garg & Associates, Chartered Engineer having Reg. No.: M-1707846, by the certificate dated March 02, 2025.

For Rolling Mill Products i.e. Rounds, Square Bars, Hex Bars and Flats.

(in Metric Tonnes)

Capacity Utilization	March 31, 2026	March 31, 2027	March 31, 2028
Installed Capacity (Ton)	70,000.00	70,000.00	70,000.00
Actual Production (Ton)	N.A.	N.A.	N.A.
% Utilization	N.A.	N.A.	N.A.

Note 1: The capacity utilisation for Rolling Mill Products i.e. Rounds, Square Bars, Hex Bars and Flats has been certified by Garg & Associates, Chartered Engineer having Reg. No.: M-1707846, by the certificate dated March 02, 2025.


Note 2: Company expects to commence production in the early Fiscal 2026. The capacity for Rolling Mill Products shall be 70,000 ton per year for Fiscal 2026, Fiscal 2027 and Fiscal 2028 provided the Company does not expand the capacity in the said period.

INTELLECTUAL PROPERTY RIGHTS

Sr. No.	Trademark Certificate No.	Issuing Authority	Description of Goods and Services	Class	Status	Trademark
1.	11380674	Registrar of Trade Marks	TMT Bars, Angles, Beams, Joists, Channels, Girders, Rounds, Squares & Structural Steel, product made of Ferrous and Non-Ferrous metals	6	Application Pending for Registration	

As on the date of this Draft Red Herring Prospectus,  we are using as our logo.



Currently we are using  as one of our trademarks. Till the date of this Draft Red Herring Prospectus the registration of our trademark is pending as shown above.

PROPERTY

Sr. No.	Owner	Address	Leased / Owned	Purpose
1	Bedi Steels Limited	G.T. Road, Doraha Ludhiana - 141421, Punjab, India.	Owned	Registered Office and Factory

Our Mission

To support our customers by providing superior hot rolled steel products and services of exceptional value which help them fully-realize their time, effort and resources to gain a competitive advantage in their markets and attain exponential growth.

Our Vision

To provide a pleasant, nurturing and growth-oriented environment which encourages our employees to be highly productive and to grow personally and professionally. To develop diversified markets and set a footprint across different sectors which provide stability and adequate financial returns, allowing us to achieve competitive pricing, quality or production level.

Our Core Values

To enable customers on-time delivery of their orders, raise queries and provide/ receive feedback. Bedi Steels Limited provides timely deliveries, quality products and the adherence to customer specifications & requirements. In each of the department right from procurement, production, inventory, market, sales and services are fully automated for a better supply chain management, so as to offer the best product quality and prompt service to the clients. All professionals are highly dedicated and committed to their client's requirements. At Bedi Steels Limited team of workers strives to provide quality service to you according to your specification.

OUR COMPETITIVE STRENGTHS

1. Skilled Promoters and Management Team.

Our promoter Mr. Mahesh Gupta has over 8 years of experience in the steel industry. He understands the industry and has extensive experience in handling the supply chain. Mr. Mahesh Gupta played a critical role in developing new grades and increasing the functionality of grades through continuous Research and Development efforts and foreseeing the manufacturing process. Mr. Prayank Gupta having more than 7 years of experience, looks after the sales and purchase and plays the critical role managing the supply chain. Ms. Khushboo Gupta is actively engaged in administrative roles in the Company.

Our company has two full time employed chemists who play a critical role in mixing of the right amount of chemicals in the manufacturing process and development of new grades. Our team also includes works manager who is concerned with leading and guiding a group of workers.

We firmly think that the efforts of our human resources are what make our organisation successful. We feel we have been able to adapt and broaden our operating capacities and take advantage of market opportunities because of our senior management team's awareness of industry trends, demands, and changes in the market. For further details on education, experience and other details of our Management and our Key Managerial Personnel, kindly refer to the section titled "Our Management" beginning on page 199.



2. Wide Products Range and Customization Capability

As on the date of this Draft Red Herring Prospectus, our Company produced only one product i.e. the Steel and Alloy Ingots, however, which caters to different industries such as infrastructure, agriculture, steel etc. Our Company mainly produces over 50 kinds of grades of ingots which are used to produce different products in various industries. The Company has the ability to produce upto 150 grades depending on the customer needs. The Company manufactures particular grade on the specific demand of the customer. The particular grades of ingot have a specific proportion of different metals and chemicals which give the metal the desired attributes such as tensile strength, toughness, ductility, heat resistance etc.

Our Company is in the process to start production from its newly installed Rolling mill with a capacity of 70,000 metric tonne per annum and has acquired permission from Punjab Pollution Control Board to manufacture 120 MTD and 50 MTD of Rounds, Square Bars, Hex Bars and Flat Bars from ingots manufactured internally and purchased from outside respectively. The Company expects to commence production in April 2025. Our Company, will manufacture the said products of various measurements and from various grades, catering wide range of our customer needs.

3. Cutting-edge Technology

The company is committed to leveraging technology to stay ahead of competitors. It continuously evaluates and upgrades its technology to maximize efficiency, reduce waste, and minimize operating costs. In 2023, the company installed a magnetic crane, which significantly reduced labour costs by replacing approx. 20 workers who previously handled scrap manually. This automation not only streamlined the process but also reduced the time and effort required for the task.

Currently, the company is confident that its state-of-the-art technology is capable of producing high-quality products, positioning it well to meet future demand effectively.

Our Company has installed a rolling mill and the production is expected to start in April 2025. For the purpose of installing a rolling mill, our Company has invested Rs. 1,349.09 lakhs in the period ending September 30, 2024, on the latest machinery capable of manufacturing 70,000 Metric Tonne per annum. We have not purchased any second-hand machinery and installed machinery of latest technology. Our Company is committed to leverage technology and change with time to benefit from cost efficiency and improved operational performance.

4. Wide acceptance of product across the industries.

Our product being the “Mother Product” for various industries, is in high demand across the industries. The Company makes more than 50 grades of ingots which are mainly sold to rolling and forging companies, which in turn process various products from it. Different grades are used to produce different products which cater to a particular industry. Any decline in the demand from one particular industry can be offset from the demand of other industries. The Company produces particular grades on the demand of the grade from the customer.

In Financial Year 2025, we have installed a rolling mill having capacity of 70,000 Metric Tonne per annum. Through the forward integration, our Company is adding Rounds, Square Bars, Hex Bars and Flat Bars in its product mix. The new products will mainly be sold to the forging companies to manufacture various products like shafts, Bolts & Fasteners, Gears, Bearing Rings, Flangers, Fittings, Valves, Clamps & Hinges, Machine Parts etc. which will cater wide range of industries such as Engineering, Automobile, Agriculture etc. Our Company will manufacture Rounds, square Bars, Hex Bars and Flat Bars of various measurements and grades catering to a wide range of our customer demands, and expects to start production in April 2025.



5. Improving Financial Position:

Our new management has placed a strong emphasis on improving operations through the use of technology. As part of a technological upgrade, our Company has installed a magnetic crane to automate the process of loading raw materials into the furnace, which was previously done manually. Additionally, we expanded the capacity of our furnace from single 4 tonnes furnace to dual 10 tonnes furnaces in fiscal years 2023. However, only one furnace is functional at a time which can produce 10 tonne ingots per two hours.

The conversion of the promoter's loan to equity has revitalized the Company, strengthening our balance sheet to its strongest position yet. The new management's focus on business expansion has driven remarkable improvements, including the strategic forward integration of our product mix. We are adding Round Rods, RCS/Square Rods, Flats and Hex Rods, transitioning from selling ingots, which are raw materials for manufacturing, to producing value-added products. These products will be primarily sold to forging companies for the manufacture of high-value components across various industries.

This forward integration will enable us to acquire new clients, expand profit margins, and significantly improve the financial health of the Company. We maintain strict financial discipline, ensuring timely payments of bank interest, instalments, and creditors. Our Company adheres to stringent financial policies, reinforcing our commitment to financial stability and growth.

Under new management our Company has shown continuous improvement in the financial position and expect to improve further as we are adding new products which has better margins

SWOT Analysis for our Company

Strengths		Weaknesses	
Product Mix	Experiences and Decisive	Concentration of Operations in Only One Geography i.e. Punjab	High Requirement for Working Capital
Strong Brand Name	Strong Financial Position	No Long-term Contracts with Customers	High Reliance on Contractor for Labours
Opportunities		Threats	

Certification

We have following certification for recognize their commitment to achieving "Zero Defect Zero Effect" (ZED) Practices.

Issuing Organization	Given Under	Creation Date	Expiry Date
Ministry of Micro, Small and Medium Enterprises	MSME Sustainable (ZED) Certification Scheme	October 06, 2023	October 05, 2026



Following tests are conducted at our manufacturing premise.

We have a dedicated team which constantly gauge the product quality and ensure desired quality as demanded by our customer. Our product, with respect to composition of the metal which determines tensile strength, ductility, conductivity of the metal. We conduct the following test at our manufacturing premise.

Composition Test

Each grade of ingots has a specific composition of various metals. The Composition of the grade decides the mechanical properties of the metal such as tensile strength, ductility, conductivity, hardness etc. The spectrometer can detect minute concentrations of elements or metals, ensuring that the alloy conforms to the desired specification. Spectrometers are commonly used to analyse the elemental composition of the molten metal before it is cast into ingots.

Metallographic Test.

Metallographic tests are used to study the internal structure of the metal to ensure that the Ingots/ Rods have the proper grain size, phase distribution, and the absence of defects such as cracks, inclusions, or porosity. Spectroscopes play an essential role in ensuring the chemical composition of the metal is precise, which in turn influences the microstructure observed during metallographic testing.

Non-Destructive Testing

After the finished product is manufactured, a spectrometer is used to assess the surface composition of the Ingot/ Rods without destroying any material, ensuring the product meets customer and industry standards.

Mechanical Testing

Spectrometers can detect undesirable impurities or contaminants including gas content in the metal. This is important for ensuring the Ingot / Rods mechanical properties, such as tensile strength, ductility, and corrosion resistance are within acceptable limits.

Dimensional Inspection

The dimensions of the final product are measured before it is sold to the customer.

Environmental, Health and Safety matters

Our Company possesses Consent to Operate under Water (Prevention & Control of Pollution) Act, 1974 and Consent to Operate under Air (Prevention & Control of Pollution) Act, 1981 from Punjab Pollution Control Board. The Company has installed a 65 feet chimney for the manufacturing of ingots and products manufactured from the rolling mill such as Rounds, Flat Bars, RCS/ Square Bars and Hex Bars. Our Company takes utmost care of the safety of its employees and adhere to common safety measures such as installation of fire extinguishers. The Company continuously watches the health of its employees and takes the necessary steps to eliminate any risk associated with the health and safety of its employees.



At our manufacturing facility, we have implemented strict safety procedures for the production, handling, storage, and transportation of materials. Additionally, our workers are trained in workplace safety, including the use of manuals for various tasks. This training covers proper storage, handling, and disposal of the materials they work with. We also provide all necessary personal protective equipment to ensure the safety of our workers.

Exports

As on the date of this Draft Red Herring Prospectus, Company does not have any export obligation.

Quality Assurance

We believe in providing our customers the best possible quality products. We adopt quality check to ensure the adherence to desired specifications, quality and standards. Since, our Company is dedicated towards quality products, processes and inputs; we get repetitive orders from our clients, as we are capable of meeting their quality standards.

We have following certificates for our Quality Assurance:

Sr. No.	Nature of License / Approvals / Ratings	Issuing Authority	Particulars of License / Approvals / Certificate no.	Date of Issue	Validity Period
1.	ISO 14001:2015	American International Accreditation Organization – Bureau of Accredited Registrars, (AIAO-BAR) & World Registrar Group Certification, (WRG Certifications).	EMS-MMXXV-03-15330	March 05, 2025	March 04, 2028
2.	ISO 9001:2015	American International Accreditation Organization – Bureau of Accredited Registrars, (AIAO-BAR) & World Registrar Group Certification, (WRG Certifications).	QMS-MMXXV-03-15329	March 05, 2025	March 04, 2028
3.	ISO 45001:2018	American International Accreditation Organization – Bureau of Accredited Registrars, (AIAO-BAR) & World Registrar Group Certification, (WRG Certifications).	OHS-MMXXV-03-15331	March 05, 2025	March 04, 2028

Corporate Social Responsibility

Our Company has adopted a CSR policy in compliance with the requirements of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014. Our Company has contributed towards Corporate Social Responsibility during last three years financial years, details of which are as under:-

Sr. No.	Financial Year	Amount Spent (in Rs.)	Remarks
1.	2024-25	3,27,000	Eradicating hunger, poverty and malnutrition



Competition

Our major product, as on the filing of this Draft Red Herring Prospectus, is steel and alloy ingots. We manufacture over 50 kinds of grade depending on the demand of our customer. In an effort to increase our market reach we have installed a rolling mill having capacity of 70,000 metric tonne per annum. As a result of this forward integration we have expanded our product to include Rounds, Square Bars, Hex Bars and Flats.

We face competition from several regional to national players. The industry in which we operate is fragmented and competitive, from small to large players competing for quality, payment terms and cost which continuously pressure the margins. We face competition from both organised and unorganised players. Our competitors owing to their size and deep pockets may limit our capability to cater the growing demand and match the ever-evolving technological developments.

In the listed space Sharda Ispat Limited and Grag Furnace Limited are our nearest competitors. Our Company manufactures Steel and Alloy Ingots and expect to start manufacturing of Rounds, Square Rods and Hex Rods in April 2025. In contrast, our competitors manufacture Billets, Wire Rods etc. in addition to the products that we manufacture.

Human Resources

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

As on the date of filing of this Draft Red Herring Prospectus our Company has a total of 25 permanent employees & 15-20 employees per shift on contract basis. Our Company utilises the service of the contractor for the supply of workers. We require 15-20 workers for the single shift and our Company works for two shifts, hence the requirement for the workers are 30-40 in a month. The Company has executed Labour Supply Agreement with M/s Radha Raman Enterprises, dated November 01, 2024, to supply labours. The wages and other statutory employee benefit expenses are borne by the contractor, under the contract. The breakup of permanent employees is detailed below:

Sr. No.	Function	Number of Permanent Employees
1.	Executive Directors	3
2.	Manufacturing	13
3.	Quality Control	2
4.	Finance, Secretarial, Human Resources and Admin	5
5.	Material (Purchase, Store & Dispatch)	2
Total		25



KEY INDUSTRY REGULATIONS AND POLICIES

The following is a summary of certain relevant laws and regulations applicable to the business and operations of our Company. Our Company's business is governed by various central and state legislations that regulate the substantive and procedural aspects of our Company's business. The information detailed in this chapter has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been set out in a manner to provide general information to the investors and is not exhaustive and shall not be treated as a substitute for professional legal advice.

Under the provisions of various Central Government and State Government statutes, our Company is required to obtain, and periodically renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details of such Government Approvals obtained by our Company in compliance with these regulations, please refer to the chapter titled "Government and Other Statutory Approvals" beginning on page 280.

The statements below are based on the current provisions of Indian law, and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, quasi-judicial or judicial decisions/actions.

INDUSTRY SPECIFIC REGULATIONS

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

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

The Legal Metrology Act, 2009 and Legal Metrology (Packaged Commodities) Rules, 2011 ("LM Rules")

The Legal Metrology Act, 2009 Act which was brought in force in 2009 repealed and replaced the Standard of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Act was enacted for establishing and enforcing uniform standards of weights and measures in order to regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. Under the Act, every manufacturer/ importer is required to obtain the prior approval of the model of a weight or a measure from the competent authority before manufacturing or importing products/ goods, etc. which are sold or distributed by weight, measure or number. The Act further empowers the Central Government to enact rules to carry out the provisions of the Act. In this regard, the LM Rules were framed which lays down specific provisions governing the packaging and labelling of commodities. These rules are applicable to packages intended for retail sale, wholesale packages and for export of packaged commodities and registration of manufacturers, packers and importers. Also, States may frame State specific rules under the Act to provide for the time limits for verification of weights and measures, maintenance of registers and records, stipulating the manner of notifying government authorities, fees for compounding of offences etc.

Further, the Legal Metrology (Government Approved Test Centre) Rules, 2013 have laid down specifications regarding verification of weights and measures specified therein by Government approved test centres.



Steel and Steel Products (Quality Control) Order, 2024 (“QC Order”)

The QC Order was notified by the Ministry of Steel, Government of India, vide Gazette Notification No. S.O 3716(E) dated August 29, 2024 to bring certain steel products under mandatory BIS certification. All manufacturers of steel and steel products are required to apply for certification and ensure compliance with the QC Order. The QC Order further provides that every steel and steel products stated therein shall bear the standard mark under a license from BIS, as provided in Bureau of Indian Standards (Conformity Assessment) Regulations, 2018.

The Mines and Minerals (Development and Regulations) Act, 1957

The Mines and Minerals (Development and Regulations) Act, 1957, as amended, (“MMDR Act”), was enacted to provide for the development and regulation of mines and minerals, under the control of the Union of India. The MMDR Act lays down the substantive law pertaining to the grant, renewal and termination of reconnaissance, mining and prospecting licenses, and mining leases. The Mineral Concession Rules, 1960, outline the procedures for obtaining a prospecting license or a mining lease, as well as the terms and conditions of such licenses and the model forms for issuance of such licenses. The Central Government has also framed the Mineral Conservation and Development Rules, 1988, that lay down guidelines for ensuring mining is carried out in a scientific and environmentally friendly manner. The Rules require that prospecting and mining operations shall be carried out in such a manner so as to ensure systematic development of mineral deposits, conservation of minerals and protection of the environment.

The Indian Boilers Act, 1923 and the Indian Boiler Regulations, 1950

The Act provides for the requisites for achieving uniformity in the registration and inspection during the operation and maintenance of boilers and provides for penalties for illegal use of boilers. Under the Act, the owner of a boiler shall be required to get the boiler registered and obtain the required certification for use of such boilers. The Act makes various provisions to ensure *inter alia*, the safety of life and property of persons from the hazard of explosions of steam boilers and regulate the possession of steam boilers by the owner. The Act also makes provisions for requisites with respect to the material, construction, safety and testing of boilers. The Indian Boiler Regulations, 1950 framed under the Act provide for, *inter alia*, standard requirements with respect to materials, construction and procedure, inspection techniques for boilers and provides for various forms for inspection and approvals.

ENVIRONMENT LAWS AND REGULATIONS

The Environment (Protection) Act, 1986 and the Environment (Protection) Rules, 1986

The Environment (Protection) Act, 1986 provides a framework for the Central Government to coordinate activities of various state and central authorities established under previous environmental laws. The Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Act empowers the Central Government to make rules to prescribe standards/limits for matters *inter-alia* standards of quality of air, water or soil for various areas, maximum allowable limits of concentration of various environmental pollutants for different areas etc.

In exercise of powers conferred under the Environment (Protection) Act, the Central Government notified the Environment (Protection) Rules, 1986 to prescribe the standards for emission or discharge of environmental pollutants which an industry must comply with. Under the Environment Protection Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981 or the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 shall submit to the concerned State Pollution Control Board a statement for that financial year in the prescribed form.



The Environmental Impact Assessment Notification, 2006 (“EIA Notification”)

The EIA Notification issued under the Environment Act and the Environment Rules, as amended from time to time, mandates the prior approval of the Ministry of Environment, Forest and Climate Change, Government of India, or State Environment Impact Assessment Authority, as the case may be for the establishment of any new project, expansion or modernisation of existing projects, change of product mixes in existing manufacturing units. The EIA Notification prescribes a stage-wise approval process for obtaining environmental clearances for projects.

The Water (Prevention and Control of Pollution) Act, 1974 (“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 (“CPCB”) and the State Pollution Control Board (“SPCB”). Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, which is empowered to establish standards and conditions that are required to be complied with.

The Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)

The Air Act aims at 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 SPCB before 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 Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Waste Rules”)

The Hazardous Waste Rules were notified by the Government of India in exercise of the powers conferred under Sections 6, 8 and 25 of the Environment Protection Act, 1986 and by superseding the erstwhile Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008. The Hazardous Waste Rules were notified to ensure the safe handling, generation, processing, treatment, package, storage, transportation, use, reprocessing, collection, conversion, and offering for sale, destruction and disposal of hazardous waste.

The Hazardous Waste Rules impose an obligation on each occupier and operator of any facility generating hazardous waste to dispose any hazardous waste in the manner prescribed in the Hazardous Waste Rules. “Hazardous Waste” in this regard, means any waste, which by reason of characteristics, such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger to health, or environment. It is obligatory for each occupier and operator of any facility generating hazardous waste to obtain an approval from the relevant State Pollution Control Board for collecting, storing and treating the hazardous waste.

INDUSTRIAL, EMPLOYMENT AND LABOUR LAWS

The Public Liability Insurance Act, 1991 (“Act”) & the Public Liability Insurance Rules, 1991

The Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the Act has been enumerated by the government by way of a notification. Under the Act, the owner or handler is also required to take out an insurance policy insuring against liability.

In exercise of its powers conferred under Section 23 of the Act, the Government of India has notified the Public Liability Insurance Rules which mandates the employer to contribute towards the ‘Environmental Relief Fund’ with a sum equal to the premium paid on the insurance policies.



The Factories Act, 1948

The Factories Act, 1948 requires the Occupier to ensure the health, safety and welfare of all workers. The Factories Act, 1948 defines a 'factory' to cover any premises which employs ten or more workers on any day of the preceding twelve months and in which manufacturing process is carried on with the aid of power or any premises where at least twenty workers are employed in a manufacturing process. In view of the powers conferred under the Factories Act, 1948 each State Government has enacted rules for prior approval for the establishment of factories and for registration and licensing of factories.

In addition to the Factories Act, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws which may be applicable to our Company due to the nature of our business activities:

- a) The Contract Labour (Regulation and Abolition) Act, 1970
- b) The Employees' Compensation Act, 1923
- c) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
- d) The Employees' State Insurance Act, 1948
- e) The Industrial Disputes Act, 1947
- f) The Industrial Employment (Standing orders) Act, 1946
- g) The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986
- h) The Payment of Bonus Act, 1965
- i) The Minimum Wages Act, 1948
- j) The Payment of Wages Act, 1936
- k) The Equal Remuneration Act, 1976
- l) The Maternity Benefit Act, 1961
- m) The Apprentices Act, 1961
- n) The Payment of Gratuity Act, 1972
- o) The Trade Unions Act, 1926
- p) The Sales Promotion Employees (Conditions of Service) Act, 1976
- q) The Unorganised Workers Social Security Act, 2008

The Code on Wages, 2019

The Code on Wages, 2019 amalgamates, simplifies and rationalises the relevant provisions of the following four central labour enactments relating to wages, namely, (a) The Payment of Wages Act, 1936; (b) The Minimum Wages Act, 1948; (c) The Payment of Bonus Act, 1965; and (d) The Equal Remuneration Act, 1976. The Code on Wages, 2019 is an Act to amend and consolidate the laws relating to wages and bonus and matters connected therewith or incidental thereto. The Code received the assent of the President of India on August 8, 2019 and is published in the Official Gazette. The Code applies to the covered employees and allows the Central Government to set a fixed floor wage taking into account minimum living standards of a worker. The Code will come into force on the date to be notified by the Government.

The Occupational Safety, Health and Working Conditions Code, 2020

Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and was published in the Official Gazette. The Act consolidates and amends the laws regulating the occupational safety, health and working conditions of the persons employed in an establishment. The Code amalgamates, simplifies and rationalises the relevant provisions of the following thirteen Central labour enactments namely, 1. The Factories Act, 1948; 2. The Plantations Labour Act, 1951; 3. The Mines Act, 1952; 4. The Working Journalists and other Newspaper Employees (Conditions of Service and Miscellaneous Provisions) Act, 1955; 5. The Working Journalists (Fixation of Rates of Wages) Act, 1958; 6. The Motor Transport Workers Act, 1961; 7. The Beedi and Cigar Workers (Conditions of Employment) Act, 1966; 8. The Contract Labour (Regulation and Abolition) Act, 1970; 9. The Sales Promotion Employees (Condition of Service) Act, 1976; 10. The Inter-State Migrant workmen (Regulation of Employment and Conditions of Service) Act, 1979; 11. The Cine



Workers and Cinema Theatre Workers Act, 1981; 12. The Dock Workers (Safety, Health and Welfare) Act, 1986; and 13. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The Code extends to the whole of India and covers all employees. The Code will come into force on the date to be notified by the Government.

The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and was published in the official gazette. The objective of the Code is to amend and consolidate the laws relating to social security, with the primary goal to extend social security to all employees and workers. The Code on Social Security, 2020, amalgamates, simplifies and rationalises the relevant provisions of the following nine(9) central labour enactments relating to social security, namely, (i) The Employees' Compensation Act, 1923; (ii) The Employees' State Insurance Act, 1948; (iii) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952; (iv) The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959; (v) The Maternity Benefit Act, 1961; (vi) The Payment of Gratuity Act, 1972; (vii) The Cine Workers Welfare Fund Act, 1981; (viii) The Building and Other Construction Workers Welfare Cess Act, 1996; and (ix) The Unorganised Workers' Social Security Act, 2008. The Code will come into force on the date to be notified by the Government.

The Industrial Relations Code, 2020

The Industrial Relations Code, 2020 is an Act to consolidate and amend the laws relating to Trade Unions, conditions of employment in an industrial establishment or undertaking, investigation and settlement of industrial disputes. The Industrial Relation Code 2020 amalgamates, simplifies and rationalises the relevant provisions of (a) the Trade Unions Act, 1926; (b) the Industrial Employment (Standing Orders) Act, 1946; and (c) the Industrial Disputes Act, 1947. The Code will come into force on the date to be notified by the Government.

The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986

The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986 prohibits employment of children below fourteen years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. The Act regulates the conditions of work of adolescents.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 Act provides for protection to women against sexual harassment at workplace and prevention and redressal of complaints of sexual harassment. The Act defines “Sexual Harassment” to include any unwelcome sexually determined behaviour (whether directly or by implication). “Workplace” under the Act has been defined to include government bodies, private and public sector organizations, non-governmental organizations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals.

The Act requires an employer to set up an “Internal Complaints Committee” at each office or branch of an organization employing at least 10 employees. The Government is required to set up a “Local Complaints Committee” at the district level to investigate complaints regarding sexual harassment from establishments where internal complaints committee has not been constituted.

INTELLECTUAL PROPERTY LAWS

The Patents Act, 1970 (“Patents Act”)

The Patents Act governs the registration and protection of patents in India. In addition to the broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act also provides that patent protection may not be granted to



certain specified types of inventions and materials even if they satisfy the above criteria. The Patents Act also prohibits any person resident in India from applying for patent for an invention outside India without making an application for the same in India. The term of a patent granted under the Patents Act is for a period of twenty years from the date of filing of the application for the patent.

The Trade Marks Act, 1999 (“Trade Marks Act”)

The Trade Marks Act governs the statutory protection of trademarks and prevents the use of fraudulent marks in India. The Trade Marks Act prohibits any registration of deceptively similar trademarks. An application for registration of a trademark may be made by an individual or joint applicants and can be made on the basis of either use or intention to use a trademark in the future. Once granted, trademark registration is valid for ten years, unless cancelled. If not renewed after ten years, the mark lapses and the registration has to be restored. The Trademarks Act also provides for penalties for infringement, falsifying and falsely applying for trademarks. The Trademarks Act has been amended to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries. The Trade Marks Act also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to align the law with international practice.

The Copyright Act, 1957 (“Copyright Act”)

The Copyright Act governs and deals with copyright protection in India. Under the prevalent Act, a copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph film and sound recordings. While copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, such copyright registration constitutes *prima facie* evidence of the particulars entered therein and may expedite infringement proceedings. Reproduction of a copyrighted work for sale or hire, issuing of copies to the public, performance or exhibition in public, making a translation of the copyrighted work, making an adaptation of the work and making a cinematograph film of the work without consent of the owner of the copyright are all acts which amount to an infringement of copyright.

The Designs Act, 2000 (“Designs Act”)

The Designs Act consolidates and amends the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms. In order to register a design, it must be new and original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or in any other way prior to the filing date. Additionally, a design should be significantly distinguishable from known designs or combination of known designs in order for it to be registerable.

FOREIGN TRADE REGULATIONS

Foreign Exchange Management Act, 1999 (“FEMA”)

Foreign investment in Indian securities is governed by the provisions of the FEMA (that replaced the erstwhile Foreign Exchange Regulation Act, 1973) and the FDI policy of the Government of India. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the government approval route, depending upon the sector in which foreign investment is sought to be made. The regulatory framework, developed over a period of time consists of Acts, regulations, press notes, press releases, and clarifications among other amendments.

The Foreign Trade (Development and Regulation) Act, 1992 and Foreign Trade (Regulation) Rules, 1993

The Foreign Trade (Development and Regulation) Act, 1992 and the Rules framed thereunder governing foreign trade in India. The Act provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. Under the Act the



Government of India is empowered to make provisions *inter-alia* to prohibit, restrict and regulate exports and imports formulate and announce export and import policy. The Act prohibits a person from undertaking any import or export except under an Importer-Exporter Code member (IEC) unless exempted in that aspect.

Laws in relation to Taxation

In addition to the aforementioned legislations which are applicable to our Company, some of the tax legislations that are applicable to the operations of our Company include:

- a) Income Tax Act 1961, and the Income Tax Rules, 1962, as amended by the Finance Act in the respective years;
- b) Central Goods and Service Tax Act, 2017, the Central Goods and Service Tax Rules, 2017 and various state-wise legislations made thereunder;
- c) The Integrated Goods and Service Tax Act, 2017; and
- d) State-wise professional tax legislations.

Income Tax Act, 1961

The Income Tax Act, 1961 (“**IT Act**”) is applicable to every domestic/ foreign company whose income is taxable under the provisions of the IT Act or the rules made under it, depending upon the status of its registration and the type of income involved. The IT Act provides for taxation of a person resident in India on their income and person not resident in India, on their income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the IT Act is required to comply with the provisions thereof.

Goods and Services Tax Act, 2017

Goods and Services Tax Act, 2017 (“**GST**”) is an indirect tax applicable throughout India which has replaced multiple cascading taxes levied by the Central and State Governments. The application of GST is governed primary by the Central Goods and Services Tax Act, 2017; the Integrated Goods and Services Tax Act, 2017. The Parliament has the exclusive power to levy integrated GST (IGST) on Inter-State trade or commerce (including imports) in goods or services. GST is governed by a GST Council, with its Chairman being the Finance Minister of India.

General Laws

The Consumer Protection Act, 2019

The Consumer Protection Act, 2019 repeals the earlier Consumer Protection Act, 1986. The Act was enacted to provide simpler and quicker access to redress consumer grievances. The Act *inter alia* seeks to promote and protect the interests of consumers against deficiencies and defects in goods or services, secure the rights of a consumer against unfair trade practices, by manufacturers, service providers and traders.

The Consumer Protection Act, 2019 also provides for the establishment of a Central Consumer Protection Authority to regulate matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers and to promote, protect and enforce the rights of consumers as a class. The Act provides for settlement of disputes by way of mediation in case there is a possibility of settlement at the stage of admission of complaint or at any later stage, if acceptable to both parties. The Act contemplates a mediation cell attached to each district, state and National Commission for expedited resolution of consumer disputes.

The Competition Act, 2002

The Competition Act, 2002, as amended from time to time, aims to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of the consumers and to ensure freedom of trade in India. The Competition Act deals with prohibition of anti-competitive agreements. No



enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act. The Act establishes the Competition Commission of India (“**Commission**”) which is responsible for eliminating practices having adverse effect on competition, promoting and sustaining competition, protecting interest of consumers and ensuring freedom of trade.

The Companies Act, 2013 (“Companies Act”)

The Companies Act, 2013, was introduced replacing the erstwhile Companies Act, 1956. The provisions of the Companies Act apply to all the companies incorporated either under this Act or under the previous law. The Companies Act deals with matters *inter-alia* incorporation of companies and the procedure for incorporation and post-incorporation along with conversion of a private company into a public company and *vice versa*. In case of public company, a company can be formed by seven or more persons and by two or more persons in case of private company. Further significant amendments have been introduced in the Companies Act on matters *inter-alia* corporate social responsibility, disclosure under board report, general meetings etc.

The Indian Contract Act, 1872

The Indian Contract Act, 1872 occupies the most important place in Commercial Law. The objective of the Contract Act is to ensure that the rights and obligations arising out of a contract are honored and that legal remedies are made available to those who are affected due to violation of such rights and obligations.

Indian Stamp Act, 1899

The Indian Stamp Act, 1899 prescribes the rates for the stamping of documents and instruments by which any right or liability is, or purports to be, created, transferred, limited, extended, extinguished or recorded. Under the Indian Stamp Act, 1899, an instrument not ‘duly stamped’ cannot be accepted as evidence by civil court, an arbitrator or any other authority authorized to receive evidence.

The Registration Act, 1908

The Registration Act, 1908 was introduced to provide for the public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud.

The Negotiable Instruments Act, 1881

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881. The Act provides effective legal provisions to restrain persons from issuing cheques without having sufficient funds in their account and any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker.

Punjab Shops and Establishments Act, 1958

The provisions of Punjab Shops and Establishments Act, 1958 regulate the working and employment conditions of the workers employed in shops and establishments and provides for fixation of working hours, leave, termination of service, and other rights and obligations of the employers and employees. The Act also provides for provisions for offences and penalties for contravention of the provisions of the Act.



OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated as ‘Bedi Steels Private Limited’ as a private limited company under the Companies Act, 1956 on September 04, 1990 pursuant to a Certificate of Incorporation bearing CIN U27106PB1990PTC010665 issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh.

In the year 2022, the management, business and control of the Company was taken over by our current Promoters, Mr. Prayank Gupta, Mr. Mahesh Gupta, Mrs. Sarita Gupta, and Mrs. Khushboo Gupta vide Business Takeover Agreement dated July 29, 2022. Pursuant to the said agreement, 100% ownership of the Company was transferred from the previous promoters, Mr. Siddarath Bedi and Mr. Siddhant Singh Bedi, to the current promoters of our Company.

Thereafter, our Company was converted into a public limited company from a private limited company pursuant to a special resolution passed by the shareholders of our Company on July 20, 2024 consequent to which the name of our Company changed from ‘Bedi Steels Private Limited’ to ‘Bedi Steels Limited’ and a fresh Certificate of Incorporation bearing U27106PB1990PLC010665 was issued by the Registrar of Companies, Punjab and Chandigarh on September 11, 2024.

Mr. Daljit Singh Bedi and Mr. Gurbax Singh Bedi were the initial subscribers to the Memorandum of Association of our Company. As on the date of filing this Draft Red Herring Prospectus, Mr. Prayank Gupta and Mr. Mahesh Gupta, Mrs. Khushboo Gupta, Mrs. Sarita Gupta, M/s Mahesh Gupta and Sons HUF and M/s Prayank Gupta & Sons HUF are the current promoters of the Company.

Our Company has 30 Shareholders as on the date of filing of this Draft Red Herring Prospectus. For further details, please refer to the chapter titled ‘*Capital Structure*’ beginning on page 75.

CORPORATE PROFILE OF OUR COMPANY

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer to the sections titled “*Our Business*”, “*Our Industry*”, “*Our Management*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on pages 155, 119, 199, 227 and 237 respectively.

ADDRESS OF THE REGISTERED OFFICE

Registered Office

G.T. Road, Doraha, Ludhiana -141421, Punjab, India.

CHANGES IN REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION

The details of change of Registered Office of our Company are as follows:

Effective Date	Shifted from	Shifted to	Reason
August 22, 2019	Bedi Tower, 3 rd Floor, B-XX-2608, Ferozpur Road, Ludhiana-141001	G.T. Road, Doraha, Ludhiana -141421, Punjab, India.	To ensure better administration and operational efficiencies, effective decision making and facilitate smoother day-to-day management of our Company.
January 23, 2017	B-XX,2618, Near Hotel Nagpal Regency, Aarti Chowk, Ferozpur Road, Ludhiana-	Bedi Tower, 3 rd Floor, B-XX-2608, Ferozpur Road, Ludhiana-141001	To ensure better administration and operational efficiencies, effective decision making and facilitate smoother day-to-day management of our Company.



	141001, Punjab, India.		
November 01, 2011	BXIX, 261/1, Dr. Sham Singh Road, Opp. Hotel Grewal, Ludhiana, Punjab, India.	B-XX,2618, Near Hotel Nagpal Regency, Aarti Chowk, Ferozepur Road, Ludhiana-141001, Punjab, India.	To ensure better administration and operational efficiencies, effective decision making and facilitate smoother day-to-day management of our Company.
April 15, 2002	G. T. Road Miller Ganj Near Ramgaria Gurudwara, Ludhiana	B-XIX 261/1, Dr. Sham Singh Road Opp. Hotel Grewal, Ferozepur Road Ludhiana	To ensure better administration and operational efficiencies, effective decision making and facilitate smoother day-to-day management of our Company.

MAIN OBJECTS OF MEMORANDUM OF ASSOCIATION

1. To manufacture and produce steel, alloy steel, steel ingots and alloy steel billets, i.e. flats angles, rounds, squares, hexagons, octagons, rails, joints, channels, steel strips sheets plates, performed, bars, plain and cold twisted bars, bright bars, shafting's and steel structural.
2. To carry on the business of manufacturing, processing, refining, re-rolling casting. melting, moulding, buying, selling Importing, exporting and dealing in wholesale or in retail in all kinds of ferrous, non-ferrous and other materials, castings, forgings and other allied products.
3. To carry on the business of manufacturing, processing casting, melting re-rolling moulding, importing, exporting, buying, selling and dealing in wholesale or in retail in all kinds of iron, steel & tools, implements, parts.
4. To carry on the business of founders, forgers, moulders, casters, melters, mechanical engineers, engineering consultants, manufacturers of brass, founders, metal workers, boiler makers, millwrights, mechanists, iron and steel converters, smiths, metallurgists smelters, iron plates makers and farmers, and to buy, sell, manufacture, repair convert on hire and deal in machinery, implements, rolling socks and to carry on the activities/business as were being carried out by the company before the commencement of the Companies Act, 2013.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Except as stated below, there have been no change in the Memorandum of Association of our Company since its Incorporation:

Date of Meeting	Type of Meeting	Details
July 20, 2024	Extra-Ordinary General Meeting	Change in Status of the Company Clause 1 of the Memorandum of Association of Company was amended to reflect the change in our name from 'Bedi Steels Private Limited' to 'Bedi Steels Limited' pursuant to the conversion of our Company from a private limited company to a public limited company
March 27, 2024	Extra-Ordinary General Meeting	Alteration in the Capital Clause Clause 5 of the Memorandum of Association of our company was amended to reflect the sub-division/ splitting existing Equity Shares having face value Rs. 100 each, fully paid- up be subdivided into 10 equity shares having face value of Rs. 10 each, fully paid, ranking pari-passu with each other in all respects.



	Extra-Ordinary General Meeting	Alteration in the Capital Clause Clause 5 of the Memorandum of Association of our Company was amended to reflect the increase in the Authorized Share Capital of the Company from Rs. 1,00,00,000 divided into 1,00,000 Equity Shares of face value of Rs.10/- each to Rs. 8,00,00,000 divided into 80,00,000 Equity Shares of face value of Rs.10/- each.
July 13, 2022	Extra-Ordinary General Meeting	Alteration of the Object Clause The object clause i.e. Clause 3 was amended by adding clause 36 under Clause 3(B)-Matter which are necessary for furtherance of the object specified in Clause 3(A) i.e. main object of the Company
August 16, 2014	Extra-Ordinary General Meeting	Alteration of the Object Clause To adopt and replace the present objects of the Company from the previous objects of the Company.
June 20, 2008	Extra-Ordinary General Meeting	Alteration of the Object Clause Addition of additional sub clause at serial no 32 in to the Objects Incidental or Ancillary to the Attainment of Main Objects.
2001 to 2003*	Extra-Ordinary General Meeting	Alteration in the Capital Clause Clause 5 of the Memorandum of Association of our Company was amended to reflect the increase in the Authorized Share Capital of the Company from Rs. 80,00,000 divided into 80,000 Equity Shares of face value of Rs.100/- each to Rs. 1,00,00,000 divided into 1,00,000 Equity Shares of face value of Rs.100/- each.
September 21, 2000	Extra-Ordinary General Meeting	Alteration in the Capital Clause Clause 5 of the Memorandum of Association of our Company was amended to reflect the increase in the Authorized Share Capital of the Company from Rs. 40,00,000 divided into 40,000 Equity Shares of face value of Rs.100/- each to Rs. 80,00,000 divided into 80,000 Equity Shares of face value of Rs.100/- each.

**Form filed with RoC for increase in Authorised Share Capital from Rs. 80,00,000 divided into 80,000 Equity Shares of face value of Rs.100/- each to Rs. 1,00,00,000 divided into 1,00,000 Equity Shares of face value of Rs.100/- each, is not traceable. For further details, please refer to the Risk Factor No. 12 on page 36.*

ADOPTING NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

Our Company has adopted new set of Articles of Association on following events:

Date of Meeting	Type of Meeting	Amendments
July 20, 2024	Extra-ordinary General Meeting	Our Company was converted from a private limited to public limited company consequent to which name of our Company was changed from 'Bedi Steels Private Limited' to 'Bedi Steels Limited'.
March 27, 2024	Extra-ordinary General Meeting	To adopted new set of Articles of Association as per the listing requirements.
July 13, 2022	Extra-ordinary General Meeting	To add new article i.e. 69(iii) in the Article of Association.
August 16, 2014	Extra-ordinary General Meeting	To adopt Table F of the Companies Act, 2013 as the format for new Articles of Association of the Company.



November 07, 2011	Extra-ordinary General Meeting	Adoption of a new set of Articles of Association of the company pursuant to the change in directors.
June 26, 2008	Extra-ordinary General Meeting	Adoption of a new set of Articles of Association of the company pursuant to the change in directors.

MAJOR EVENTS AND MILESTONES OF OUR COMPANY

The table below sets forth some of the major events in the history of our Company:

Year	Key Events / Milestone / Achievements
2019	Surpassed Rs. 100 crores of Revenue.
2022	The current promoters of our Company, Mr. Prayank Gupta, Mr. Mahesh Gupta, Mrs. Sarita Gupta, and Mrs. Khushboo Gupta acquired 100% control from the previous promoters of the Company Mr. Siddarath Bedi and Mr. Siddhant Singh Bedi, pursuant to execution of Business Takeover Agreement dated July 29, 2022.
2024	Conversion of the Company from Private Limited to Public Limited Company.
2025	Installed rolling mill having capacity of 70,000 Metric Tonne per annum for adding new products to our product mix i.e. Round Bars, RCS/Square Bars, Hex Bars and Flat Bars.

LOCK-OUT AND STRIKES

There have been no instances of strikes or lock-outs at any time in our Company as on the date of this Draft Red Herring Prospectus.

SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS

Our Company has not entered into any Significant Financial or Strategic Partnerships except as entered in its normal course of business.

TIME/ COST OVERRUN IN SETTING UP PROJECTS

There have been no time or cost overruns pertaining in the setting up of projects by our Company since incorporation.

CAPACITY/ FACILITY CREATION, LOCATION OF PLANT

We have one manufacturing plants located at G.T. Road, Doraha-141421, Ludhiana, Punjab, India, covering an area of 13,750 square yards.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, please refer to the chapter titled “*Our Business*” beginning on page 155.



KEY AWARDS, ACCREDITATIONS OR RECOGNITION

Name of Award/Achievements	Issuing Authority	Description	Images
Zed Bronze Certificate	Ministry of Micro, Small & Medium Enterprises	Under MSME Sustainable (ZED) Certification Scheme to improve competitiveness of MSME Companies.	

DEFAULTS OR RESCHEDULING/ RESTRUCTURING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS

There have not been any defaults or rescheduling of borrowings from financial institutions/ banks by our Company.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS

There have been no changes in the activities of our Company since its date of incorporation which may have had a material adverse effect on the profit and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

MATERIAL ACQUISITIONS OF BUSINESSES OR DIVESTMENT OF BUSINESS/ UNDERTAKINGS, MERGERS, AMALGAMATION OR REVALUATION OF ASSETS, IF ANY IN LAST 10 YEARS

There are no mergers, amalgamation, revaluation of assets etc. with respect to our Company in the last 10 (ten) years. Further, we had not acquired / sold any businesses / undertakings in last 10 (ten) years from the date of this Draft Red Herring Prospectus.

OUR HOLDING COMPANY

We do not have a holding company as on the date of this Draft Red Herring Prospectus.

OUR JOINT VENTURES AND ASSOCIATES

We do not have any joint ventures as on the date of this Draft Red Herring Prospectus.

OUR SUBSIDIARY

We do not have a subsidiary company as on the date of this Draft Red Herring Prospectus.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR A DIRECTOR OR PROMOTERS OR ANY OTHER EMPLOYEE OF THE COMPANY

Except as mentioned below, there are no agreements entered into by Key Managerial Personnel or Directors or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.



Name of the KMP/ Director/ Promoter	Date of Agreement	Remarks
Mr. Prayank Gupta	November 20, 2024	Service Agreement between Managing Director and Company.
Mr. Mahesh Gupta	November 20, 2024	Service Agreement between Chairman & Whole-Time Director and Company.

GUARANTEES GIVEN BY PROMOTERS

As on the date of this Draft Red Herring Prospectus, no guarantee has been issued by Promoters except as disclosed in the chapter titled “*Financial Indebtedness*” beginning on page 228.

AGREEMENTS WITH STRATEGIC PARTNERS, JOINT VENTURE PARTNERS AND/ OR FINANCIAL PARTNERS AND OTHER AGREEMENTS

Our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of business of our Company.

SPECIAL RIGHTS

None of the special rights available to the Promoters/Shareholders (except for nominee/nomination rights and information rights) would survive post listing of the Equity Shares of the Company and same shall cease to exist or shall expire/waived off immediately before or on the date shares are allotted to public shareholders in IPO, without requiring any further action.

INTER-SE AGREEMENTS /ARRANGEMENTS

There are no inter-se agreements / arrangements and clauses / covenants which are material and are adverse / prejudicial to the interest of the minority / public shareholders entered into by the Company, Promoters and Shareholders with respect to the Company. Further, there are no other agreements, deed of assignments, acquisition agreements, shareholders’ agreements, inter-se agreements, agreements of like nature entered into by the Company, Promoters and Shareholders with respect to the Company.

REVALUATION OF ASSETS

Our Company has not revalued its assets in the 10 years preceding the date of this Draft Red Herring Prospectus.

OTHER DETAILS ABOUT OUR COMPANY

For details of our Company’s activities, business, growth, recognitions, marketing strategy, competition and our customers, please refer to the sections titled “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Basis for Issue Price*” beginning on pages 155, 237 and 106 respectively. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to the sections titled “*Our Management*” and “*Capital Structure*” beginning on pages 199 and 75 respectively.



OUR MANAGEMENT

BOARD OF DIRECTORS

In terms of our Articles of Association, our Company is required to have not less than 3 directors and not more than 15 directors. As on the date of this Draft Red Herring Prospectus we have 6 (six) Directors on our Board.

The following table sets forth details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment / Change in Current Designation	Other Directorships
1.	Name: Mr. Prayank Gupta Age: 39 years Father's Name: Mr. Mahesh Gupta Designation: Managing Director Address: House No.-Bxx/82/1, College Road, Near Lakme Saloon, Civil Lines, Ludhiana-141001, Punjab, India. Term: 5 years Nationality: Indian Occupation: Business DIN: 08737832	Originally appointed as an Additional Director on July 08, 2022. Thereafter, regularised as Director on September 30, 2022. Further, re-designated as Managing Director for a term of 5 years w.e.f. November 15, 2024.	Nil
2.	Name: Mr. Mahesh Gupta Age: 64 years Father's Name: Late Krishan Paul Gupta Designation: Chairman & Whole-Time Director Address: House No.-Bxx/82/2, College Road, Near Lakme Saloon, Civil Lines, Ludhiana-141001, Punjab, India. Term: 5 years Nationality: Indian Occupation: Business DIN: 02243602	Originally appointed as Additional Director on March 22, 2024. Thereafter, regularised as Director on March 27, 2024. Further, re-designated as Chairman & Whole Time Director for a term of 5 years w.e.f. November 15, 2024	Nil
3.	Name: Mrs. Khushboo Gupta Age: 38 years Father's Name: Mr. Darshan Kumar Designation: Director Address: House No.-Bxx/82/1, College Road, Civil Line, Ludhiana-141001, Punjab, India. Term: Retire by Rotation Nationality: Indian Occupation: Business DIN: 08737923	Originally appointed as an Additional Director on July 08, 2022. Thereafter, regularised as a Director on September 30, 2022.	Nil



4.	<p>Name: Mr. Kapil Khera Age: 48 years Father's Name: Mr. Hari Kishen Khera Designation: Independent Director Address: Near Sanatam Dharam School, H. No. M-40, Old Double Story, Lajpat Nagar-IV, Delhi-110024, India. Term: 5 Years Nationality: Indian Occupation: Business DIN: 07679174</p>	<p>Originally appointed as an Additional Director on December 09, 2024.</p> <p>Thereafter, regularised as an Independent Director on December 16, 2024.</p>	<ol style="list-style-type: none">1. Zenquest Advisory Service Private Limited2. Icon Facilitators Limited3. GACS Association4. Zenquest by Pooja LLP
5.	<p>Name: Ms. Mala Poddar Age: 43 years Father's Name: Mr. Biswanath Agarwal Designation: Independent Director Address: B 603, Plama Heights, Hennur Main Road, D-Mart Hennur, Bangalore North, Bengaluru-560043, Karnataka, India Term: 5 years Nationality: Indian Occupation: Professional DIN: 10718525</p>	<p>Originally appointed as an Additional Director on December 09, 2024.</p> <p>Thereafter, regularised as an Independent Director on December 16, 2024.</p>	<ol style="list-style-type: none">1. Advance Lifestyles Limited
6.	<p>Name: Mr. Punit Kumar Rastogi Age: 38 years Father's Name: Mr. Govind Rastogi Designation: Independent Director Address: C-284, Radha Garden, Mawana Road, Meerut Cantt., Meerut, Uttar Pradesh – 250001, India. Term: 5 years Nationality: Indian Occupation: Professional DIN: 03178986</p>	<p>Originally appointed as an Additional Director on December 09, 2024.</p> <p>Thereafter, regularised as an Independent Director on December 16, 2024.</p>	Nil

BRIEF BIOGRAPHIES OF OUR DIRECTORS



Mr. Prayank Gupta

Mr. Prayank Gupta, Promoter and Managing Director of our Company, has completed Bachelor of Commerce from Punjab University. He stepped into the shoes of his father, where he has joined the KK Alloys (a partnership firm) and at present he has over 7 years of experience in steel industry. He foresees procurement of raw material and sales operations. His business acumen and deep understanding of the industry are invaluable assets to for the company.



Mr. Mahesh Gupta

Mr. Mahesh Gupta, Promoter, Chairman & Whole-Time Director of our Company, earned his degree in Bachelor of Commerce from Delhi University in 1984. He began his entrepreneurial journey in 2017 by venturing into metal scrap trading under the name Singal Overseas, importing scrap from overseas and selling it across India. In 2018, he transitioned to manufacturing steel ingots through KK Alloys, a partnership firm and at present he has over 8 years of experience in steel industry.

Recognizing an opportunity to acquire Bedi Steels Private Limited, a manufacturer of graded alloys, Mr. Gupta played a pivotal role in acquiring and revitalizing the company. Under his visionary leadership, the company has achieved stellar growth and financial stability. He has been instrumental in laying a solid foundation for future growth, increasing production capacity, and making strategic decisions, such as installing a rolling mill and expanding the company's product mix.

In addition to his entrepreneurial achievements, Mr. Mahesh Gupta has demonstrated exceptional leadership in the furnace industry in Ludhiana and Mandi Gobindgarh. In 2022, he was appointed President of the Furnace Alliance Welfare Society, Ludhiana for 5 years. Through this role, he has actively represented the industry in various forums and has been instrumental in voicing its concerns to both State and Central Governments.



Mrs. Khushboo Gupta

Mrs. Khushboo Gupta, Promoter and Director of the Company, holds degree in Master of Business Administration from Lovely Professional University at Phagwara, Punjab in the year 2010. She played an instrumental role in the Company and foresee administration matters of the Company. She owns more than 2 years of experience in managing administration of the Company.

	<p>Mr. Kapil Khara</p> <p>Mr. Kapil Khara, Independent Director of the Company has completed his Bachelor of Commerce from University of Delhi in the year 1996 and obtained a degree of Bachelor of Law from Bundelkhand University, Jhansi in 2018. He is holding work experience of 25 years in the field of Facility Management Industry.</p> <p>Initially, he has worked as Senior Executive with companies like Airtel, Religare Reality Limited. He has also worked as Senior Manager-Administration with Syscom Corporation Limited & held position of Director-Facilities in M2I India Electronics Private Limited.</p> <p>Further In 2006, he has also participated in the Management Development Programme on “Finance for Non-Finance Executives” from FORE School of Management, New Delhi.</p> <p>In 2020, he completed “LEAD1x: Exercising Leadership-Foundational Principles”, a course of study offered by HarvardX, online learning initiative of Harvard University.</p>
	<p>Ms. Mala Poddar,</p> <p>Ms. Mala Poddar, Independent Director of the Company is a professional with extensive expertise in legal, secretarial, and regulatory compliance. Ms. Poddar is a Fellow Member of the Institute of Company Secretaries of India (ICSI) and earned her degree from ICSI in the year 2017 and also holds degree in Bachelor of Commerce from The University of Burdwan in the year 2001. . . Further, she is also an Independent Director on the Board of Advance Lifestyles Limited, a listed entity.</p> <p>Currently she is serving as Legal and Compliance cum Company Secretary at Datasigns Technologies Private Limited, operating under the brand name “My Shubhlife”. With over eight years of experience, she possesses a deep understanding of Corporate and Securities Laws, SEBI (LODR) Regulations, RBI Compliances, and Finance Management.</p> <p>Ms. Poddar's professional journey began in 2012 with her management internship at Balrampur Chini Mills Limited. Over the years, she has held significant positions in the Companies namely, Pecos Hotels and Pubs Limited from 2018 to 2019 and Niraamaya Retreats Benaulim Private Limited in 2020 before establishing her own practice as a Company Secretary for two years. From 2022 to 2023, she served as the Company Secretary and Compliance Officer at Cerebra Integrated Technologies Limited. She has also worked with Manyata Developers, a renowned real estate company, where she played a pivotal role in legal and compliance management.</p>

	<p>Mr. Punit Kumar Rastogi</p> <p>Mr. Punit Kumar Rastogi, is a Practising Chartered Accountant with 11 years of experience in accounting & auditing. He also holds a Bachelor of Commerce in Accounting and Business Management from CCS University, Meerut and also served as the Chairman of the Meerut Branch of the Institute of Chartered Accountants of India (ICAI) in the year 2021-2022, demonstrating exceptional leadership and contribution to the profession.</p>
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RELATIONSHIP BETWEEN OUR DIRECTORS

There is no relationship between Directors of our Company except as described below:

Name of Director	Designation	Relation
Mr. Prayank Gupta	Promoter & Managing Director	Son of Promoter cum Whole-Time Director– Mr. Mahesh Gupta. Husband of Promoter cum Director- Mrs. Khushboo Gupta.
Mr. Mahesh Gupta	Promoter & Whole - Time Director	Father of Promoter cum Managing Director- Mr. Prayank Gupta. Father-in-law of Promoter cum Director– Mrs. Khushboo Gupta.
Mrs. Khushboo Gupta	Promoter & Director	Wife of Promoter cum Managing Director- Mr. Prayank Gupta. Daughter-in-law of Promoter cum Whole-Time Director– Mr. Mahesh Gupta.

CONFIRMATIONS

As on the date of this Draft Red Herring Prospectus:

1. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.
2. The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
3. None of the Directors are categorized as a wilful defaulter or fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
4. None of our Directors have interest in any property acquired by our Company within two years of the date of this Draft Red Herring Prospectus.
5. None of our Directors are or were directors of any listed Company whose shares have been/were suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or delisted from the stock exchange(s) during the term of their directorship in such companies.
6. None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
7. None of the Promoter or Director has been or is involved as a promoter or director 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.



REMUNERATION / COMPENSATION OF DIRECTORS

The following compensation has been approved for Managing Director and Chairman & Whole -Time Director:

Mr. Prayank Gupta: Managing Director

Pursuant to the resolutions passed by our Board and our Shareholders on November 15, 2024 and November 20, 2024 respectively, Mr. Prayank Gupta was designated as Managing Director for a period of 5 years with effect from November 15, 2024 at a remuneration of Rs.1,50,000/- per month, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

Mr. Mahesh Gupta: Chairman & Whole-Time Director

Pursuant to the resolutions passed by our Board and our Shareholders on November 15, 2024 and November 20, 2024 respectively, Mr. Mahesh Gupta was designated as Chairman & Whole -Time Director for a period of 5 years with effect from November 15, 2024 at a remuneration of Rs. 1,50,000/- per month, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

Mrs. Khushboo Gupta: Director

Mrs. Khushboo Gupta does not draw any remuneration from our Company.

No remuneration is paid to the Non-Executive Directors.

Remuneration paid to the Directors during the F.Y. 2023-24 is as follows:

(Rs. in Lakhs)

Sr. No.	Name	Current Designation	Remuneration Paid
1.	Mr. Prayank Gupta	Managing Director	1.80
2.	Mr. Mahesh Gupta	Chairman & Whole -Time Director	Nil
3.	Mrs. Khushboo Gupta	Director	Nil

Our Company has not paid and will not be paying any remuneration to the Independent Directors of our company except the applicable sitting fee and reimbursement of expenses as per the Companies Act, 2013.

Pursuant to the resolution passed by the Board of Directors of our Company on December 09, 2024 the Independent Directors of our Company would be entitled to a sitting fee for attending every meeting of Board and committee as decided by the Board.

As on the date of this Draft Red Herring Prospectus, our Company is paying sitting fees of Rs. 10,000 per board meeting and Rs. 5000 per committee meeting to our Independent Directors.

SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares.

The following table details the shareholding of our Directors as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre-issue Equity Share Capital	% of Post-issue Equity Share Capital
1.	Mr. Prayank Gupta	15,13,578	29.90	[●]
2.	Mr. Mahesh Gupta	14,05,065	27.76	[●]
3.	Mrs. Khushboo Gupta	6,30,000	12.45	[●]

None of the Independent Directors of our Company hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.



INTERESTS OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable, if any to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable, if any to them under our Articles of Association, and/or to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. Some of our Directors may be deemed to be interested to the extent of interest paid on any loan or advances provided to our company, any body corporate including companies and firms and trusts, in which they are interested as directors, members, partners or trustees.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, Promoters, and /or trustees pursuant to this Issue. All of our Directors may also be deemed to be to them interested to the extent of any dividend payable and other distributions in respect of the said Equity Shares, if any.

Except as stated in this chapter “*Our Management*” described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

Our Directors are not interested in the appointment of or acting as Book Running Lead Manager, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them by such firm or company, in connection with the promotion or formation of our Company.

Except Mr. Prayank Gupta, Mr. Mahesh Gupta and Mrs. Khushboo Gupta, who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

No loans have been availed by our Directors from our Company as on the date of this Draft Red Herring Prospectus.

PROPERTY INTEREST

Except as stated/referred to in the heading titled “Land & Properties” mentioned in the chapter “*Our Business*” beginning on page 155, our Directors have not entered into any contract, agreement or arrangements during the preceding two years from the date of this Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

CHANGES IN OUR BOARD OF DIRECTORS

The changes in the Board of Directors of our Company in the three years preceding the date of this Draft Red Herring Prospectus are as follows:

Name	Date of Event	Nature of Event	Reason
Mr. Punit Kumar Rastogi	December 16, 2024	Regularised as an Independent Director	To ensure better Corporate Governance and compliance with Companies Act, 2013
Mr. Kapil Khera	December 16, 2024	Regularised as an Independent Director	To ensure better Corporate Governance and compliance with Companies Act, 2013
Ms. Mala Poddar	December 16, 2024	Regularised as an Independent Director	To ensure better Corporate Governance and compliance with Companies Act, 2013
Mr. Punit Kumar Rastogi	December 09, 2024	Appointed as an Additional Director	To ensure better Corporate Governance and compliance with Companies Act, 2013



Mr. Kapil Khera	December 09, 2024	Appointed as an Additional Director	To ensure better Corporate Governance and compliance with Companies Act, 2013
Ms. Mala Poddar	December 09, 2024	Appointed as an Additional Director	To ensure better Corporate Governance and compliance with Companies Act, 2013
Mr. Mahesh Gupta	November 15, 2024	Re-designated as Chairman & Whole-Time Director	To ensure better Corporate Governance and compliance with Companies Act, 2013
Mr. Prayank Gupta	November 15, 2024	Re-designated as Managing Director	To ensure better Corporate Governance and compliance with Companies Act, 2013
Mr. Mahesh Gupta	March 27, 2024	Regularised as a Director	To ensure better Corporate Governance and compliance with Companies Act, 2013
Mr. Mahesh Gupta	March 22, 2024	Appointment as an Additional Director	To ensure better Corporate Governance and compliance with Companies Act, 2013
Mrs. Khushboo Gupta	September 30, 2022	Regularised as a Director	To ensure better Corporate Governance and compliance with Companies Act, 2013
Mr. Prayank Gupta	September 30, 2022	Regularised as a Director	To ensure better Corporate Governance and compliance with Companies Act, 2013
Mrs. Neha Bedi	August 01, 2022	Resignation as Additional Director	Due to change in management and control
Mr. Siddarath Bedi	August 01, 2022	Resignation as Whole-Time Director	Due to change in management and control
Mr. Siddhant Singh Bedi	August 01, 2022	Resignation as Director	Due to change in management and control
Mrs. Khushboo Gupta	July 08, 2022	Appointment as an Additional Director	Due to change in management and control
Mr. Prayank Gupta	July 08, 2022	Appointment as an Additional Director	Due to change in management and control
Mrs. Neha Bedi	July 08, 2022	Appointment as an Additional Director	To ensure better Corporate Governance and compliance with Companies Act, 2013

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at Extra-Ordinary General Meeting of our Company held on March 27, 2024 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180 (1)(c) of the Companies Act, 2013 for borrowing, from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs. 100 Crores.

CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act with respect to corporate governance, provisions of SEBI LODR Regulations to the extent applicable to the entity whose shares are listed on Stock Exchange and shall be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in



compliance with the requirements of the applicable regulations, including SEBI LODR Regulations, SEBI ICDR Regulations and the Companies Act in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI LODR Regulations. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Draft Red Herring Prospectus, our Company has six (6) Directors, one (1) is Managing Director, one (1) is Whole-Time Director, one (1) is Executive Director and Three (3) are Independent Directors. Our Board has two women directors namely Mrs. Khushboo Gupta and Ms. Mala Poddar as the Director and Independent Director respectively.

Committees of the Board

In addition to the committees of our Board detailed below, our Board may from time to time, constitute committees for various functions.

Following are the details of various committees of the Board:

- A. Audit Committee
- B. Stakeholders Relationship Committee
- C. Nomination and Remuneration Committee
- D. Corporate Social Responsibility Committee

A) Audit Committee

The Audit Committee (the “Committee”) has constituted by the Board of Directors at their meeting held on December 09, 2024 in accordance with the Section 177 of the Companies Act, 2013 and Rule 6 of the Companies (Meeting of board and its powers) Rule, 2014.

Composition of Audit Committee:

Name of the Director	Status	Nature of Directorship
Mr. Punit Kumar Rastogi	Chairman	Independent Director
Mr. Kapil Khera	Member	Independent Director
Mr. Prayank Gupta	Member	Managing Director

The Company Secretary of the Company acts as the Secretary to the Audit committee.

Meeting of the Audit Committee and relevant quorum

1. The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.
2. The quorum for meetings of the committee shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.
3. The audit committee at its discretion shall invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee.

The scope of Audit Committee shall include but shall not be restricted to the following:

1. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. Review and monitor the auditor’s independence and performance, and effectiveness of audit process;
3. Examination of the financial statement and the auditors’ report thereon;
4. Approval or any subsequent modification of transactions of the company with related parties;



5. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
6. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
7. Formulation of a policy on related party transactions, which shall include materiality of related party transactions and making of omnibus approval of related party transactions;
8. Reviewing, with the management, the annual financial statements and auditors report thereon before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Modified opinion(s) in the draft audit report;
9. Reviewing, with the management, the quarterly, half yearly and Annual financial statements before submission to the Board for approval;
10. 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;
11. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
12. Approval or any subsequent modification of transactions of the listed entity with related parties includes omnibus approval for related parties transactions subject to conditions as specified under rules;
13. Scrutiny of inter-corporate loans and investments;
14. Valuation of undertakings or assets of the Company, wherever it is necessary;
15. Evaluation of internal financial controls and risk management systems;
16. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
17. 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;
18. Discussion with internal auditors of any significant findings and follow up there on;
19. 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;
20. 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;
21. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
22. To oversee and review the functioning of the vigil mechanism pursuant the provisions of Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with sub-section 9 and 10 of Section 177 of the Companies Act, 2013, which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases;
23. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
24. To investigate any other matters referred to by the Board of Directors;
25. Carrying out any other function as is mentioned in the terms of reference of the audit Committee.



26. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rs.100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
27. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee enjoys 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.

The Audit Committee shall mandatorily review the following information:

- i) Management discussion and analysis of financial condition and results of operations;
- ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv) Internal audit reports relating to internal control weaknesses; and
- v) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- vi) Statement of deviations: (a) half yearly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations. (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The Chairman of the committee has to attend the Annual General Meetings of the Company to clarifications on matters relating to the audit.

B) Stakeholders' Relationship Committee

The Stakeholders Relationship Committee has constituted by the Board of Directors at their meeting held on December 09, 2024 in accordance with the Section 178(5) of the Companies Act 2013.

Composition of Stakeholders' Relationship Committee

Name of the Director	Status	Nature of Directorship
Ms. Mala Poddar	Chairperson	Independent Director
Mrs. Khushboo Gupta	Member	Director
Mr. Prayank Gupta	Member	Managing Director

The Company Secretary and Compliance Officer of the Company will act as the Secretary of the Committee.

Meetings of the Stakeholders' Relationship Committee

1. The Committee is required to meet at least once a year.
2. The quorum necessary for a meeting shall be two members present.



SCOPE OF THE STAKEHOLDERS' RELATIONSHIP COMMITTEE

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

1. Resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent and to recommend measures for overall improvement in the quality of investor services;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. Approve, register, refuse to register transfer or transmission of shares and other securities;
7. Sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. Allotment and listing of shares;
9. Authorise affixation of common seal of the Company;
10. Issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
11. Approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
12. Dematerialize or rematerialize the issued shares;
13. Ensure proper and timely attendance and redressal of investor queries and grievances;
14. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
15. Advising for 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;
16. Carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time;
17. Further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s); and
18. 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.

C) Nomination and Remuneration Committee

The Nomination and Remuneration Committee has constituted by the Board of Directors at their meeting held on December 09, 2024 in accordance with the Section 178 of the Companies Act 2013.

Composition of Nomination and Remuneration Committee

Name of the Director	Status	Nature of Directorship
Mr. Kapil Khera	Chairman	Independent Director
Mr. Punit Kumar Rastogi	Member	Independent Director
Ms. Mala Poddar	Member	Independent Director

The Company Secretary and Compliance Officer of our Company acts as the Secretary to the Committee.



Meeting of Nomination and Remuneration Committee and Relevant Quorum

1. The Committee is required to meet at least once a year.
2. The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater.

Role of Nomination and Remuneration Committee are:

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
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.
3. Formulation of criteria for evaluation of Independent Directors and the Board;
4. Devising a policy on Board diversity;
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 their appointment and removal;
6. 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 ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
8. Perform 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.

D) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee has constituted by the Board of Directors at their meeting held on December 09, 2024 in accordance with the Section 135 of the Companies Act 2013.

Composition of Corporate Social Responsibility Committee

Name of the Director	Status	Nature of Directorship
Ms. Mala Poddar	Chairperson	Independent Director
Mr. Punit Kumar Rastogi	Member	Independent Director
Mr. Prayank Gupta	Member	Managing Director

The Company Secretary of our Company shall act as the Secretary of the Corporate Social Responsibility Committee.

Set forth below are the terms of reference of the Corporate Social Responsibility Committee.

1. Formulating and recommending to the Board, a CSR Policy which shall indicate the activities to be undertaken by the company in areas or subject as specified in Schedule VII of the Companies Act, 2013;
2. Recommending the amount of expenditure to be incurred on the CSR activities.
3. Monitoring the Corporate Social Responsibility Policy of the company from time to time.

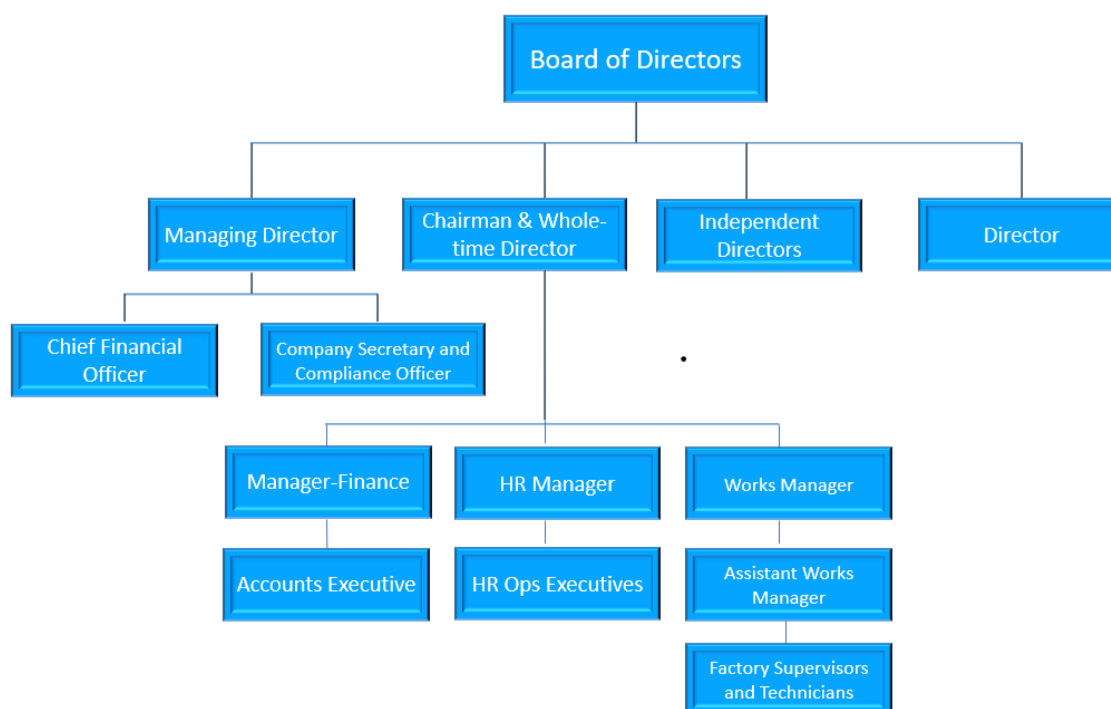


4. Formulating and recommending to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely: -
 - a) The list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013;
 - b) The manner of execution of such projects or programmes.
 - c) The modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - d) Monitoring and reporting mechanism for the projects or programmes; and
 - e) Details of need and impact assessment, if any, for the projects undertaken by the company.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE Limited. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchange. Further, Board of Directors on their meeting dated December 09, 2024 have formulated and adopt the code of conduct to regulate, monitor and report trading by its employees and other connected persons. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

ORGANISATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

Details of Key Managerial Personnel of our Company as per the Companies Act, 2013 -



Mr. Prayank Gupta (Managing Director)

Mr. Prayank Gupta, Promoter and Managing Director of our Company, has completed Bachelor of Commerce from Punjab University. He stepped into the shoes of his father, where he has joined the KK Alloys (a partnership firm) and at present he has over 7 years of experience in steel industry. He foresees procurement of raw material and sales operations. His business acumen and deep understanding of the industry are invaluable assets to for the company.



Mr. Mahesh Gupta (Chairman & Whole-Time Director)

Mr. Mahesh Gupta, Promoter, Chairman & Whole-Time Director of our Company, earned his degree in Bachelor of Commerce from Delhi University in 1984. He began his entrepreneurial journey in 2017 by venturing into metal scrap trading under the name Singal Overseas, importing scrap from overseas and selling it across India. In 2018, he transitioned to manufacturing steel ingots through KK Alloys, a partnership firm and at present he has over 8 years of experience in steel industry.

Recognizing an opportunity to acquire Bedi Steels Private Limited, a manufacturer of graded alloys, Mr. Gupta played a pivotal role in acquiring and revitalizing the company. Under his visionary leadership, the company has achieved stellar growth and financial stability. He has been instrumental in laying a solid foundation for future growth, increasing production capacity, and making strategic decisions, such as installing a rolling mill and expanding the company's product mix.

In addition to his entrepreneurial achievements, Mr. Mahesh Gupta has demonstrated exceptional leadership in the furnace industry in Ludhiana and Mandi Gobindgarh. In 2022, he was appointed President of the Furnace Alliance Welfare Society, Ludhiana for 5 years. Through this role, he has actively represented the industry in various forums and has been instrumental in voicing its concerns to both State and Central Governments.

	<p>Mr. Dishant Khanna (Company Secretary & Compliance Officer)</p> <p>Mr. Dishant Khanna, aged 24 years, serves as the Company Secretary & Compliance Officer of our Company. He is a qualified company secretary since August 2024 and also holds degree in Bachelor of Commerce from G.N.D University College, Jalandhar. He is a qualified professional with significant expertise in Corporate Secretarial Practices, Listed Compliances, Foreign Exchange Management Act (FEMA) regulations, and compliance with Reserve Bank of India (RBI) guidelines. In addition, he has valuable experience in handling legal matters and providing strategic advice to the legal department of the Company. Before joining our organization, he was associated with Sukhjit Group as a Company Secretary Article, where he honed his skills in corporate governance and compliance management. His comprehensive understanding of regulatory frameworks and his proactive approach to ensuring adherence to statutory requirements have been instrumental in fostering robust governance practices within our Company.</p>
	<p>Mr. Abhishek Sehgal (Chief Financial Officer)</p> <p>Mr. Abhishek Sehgal, aged 22 years, is the Chief Financial Officer of our Company. He holds a degree in bachelor of commerce from University School of Open Learning, P.V., Chandigarh. He is also an associate member of Institute of Chartered Accountant of India (ICAI). He is responsible for handling the financial operations of our Company. He is responsible for overseeing all financial aspects of the company, including tracking cash flow and analyzing the company's financial strengths and weaknesses. With his extensive background in finance and business, he is well-equipped to provide strategic guidance that will drive the company's growth and success. He has experience in the fields of auditing, accounting, finance, marketing & sales, business administration and management.</p>

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

There is no family relationship between the Key Managerial Personnel of our Company except as described below:

Name of KMP	Designation	Relation
Mr. Prayank Gupta	Promoter & Managing Director	Son of Promoter cum Chairman & Whole-Time Director– Mr. Mahesh Gupta.
Mr. Mahesh Gupta	Promoter, Chairman & Whole -Time Director	Father of Promoter cum Managing Director- Mr. Prayank Gupta

FAMILY RELATIONSHIPS OF DIRECTORS WITH KEY MANAGERIAL PERSONNEL

There is no family relationship between the Directors and the Key Managerial Personnel of our Company except as described below:

Name of Director	Designation	Relation
Mr. Prayank Gupta	Promoter and Managing Director	Son of Promoter cum Chairman & Whole-Time Director– Mr. Mahesh Gupta. Husband of Promoter cum Director- Mrs. Khushboo Gupta.



Mr. Mahesh Gupta	Promoter and Chairman & Whole -Time Director	Father of Promoter cum Managing Director- Mr. Prayank Gupta Father-in-law of Promoter cum Director- Mrs. Khushboo Gupta.
Mrs. Khushboo Gupta	Promoter and Director	Wife of Promoter cum Managing Director- Mr. Prayank Gupta Daughter-in-law of cum Chairman & Whole-Time Director- Mr. Mahesh Gupta.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

None of the KMPs hold any Equity shares of our Company as on the date of this Draft Red Herring Prospectus except the following:

Sr. No.	Name of the KMPs	Designation	No. of Shares held
1.	Mr. Prayank Gupta	Managing Director	15,13,578
2.	Mr. Mahesh Gupta	Chairman and Whole-Time Director	14,05,065

BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL

Our Company has not entered into any bonus or profit-sharing plan with any of the Key Managerial Personnel.

LOANS TO KEY MANAGERIAL PERSONNEL

No loans and advances have been given to the Key Managerial Personnel as on the date of this Draft Red Herring Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The key managerial personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any.

Except as disclosed in this Draft Red Herring Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration, reimbursement of expenses, and interest on loan, if any.

Our Key Managerial Personnel have no interest in any property acquired by our Company within two years of the date of this Draft Red Herring Prospectus.

CHANGES IN KEY MANAGERIAL PERSONNEL DURING LAST THREE (3) YEARS

The changes in the key managerial personnel in the last three years are as follows:

Name of Key Managerial Personnel	Date of Appointment	Designation	Reason
Mr. Abhishek Sehgal	December 13, 2024	Chief Financial Officer	To ensure better Corporate Governance and compliance with Companies Act, 2013
Mr. Prayank Gupta	November 15, 2024	Managing Director	To ensure better Corporate Governance and compliance with Companies Act, 2013
Mr. Mahesh Gupta	November 15, 2024	Chairman & Whole -Time Director	To ensure better Corporate Governance and compliance with Companies Act, 2013



Mr. Dishant Khanna	August 19, 2024	Company Secretary & Compliance Officer	To ensure better Corporate Governance and compliance with Companies Act, 2013
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Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ESOP/ESPS SCHEME TO EMPLOYEES

Presently, our company does not have any ESOP/ESPS Scheme for employees.

PAYMENT OR BENEFIT TO OUR OFFICERS

Except as disclosed in the chapter titled “*Restated Financial Statements*” beginning on page 227, 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 our officers except the normal remuneration for services rendered as officers or employees.

OUR PROMOTERS AND PROMOTER GROUP

OUR PROMOTERS

1. Mr. Prayank Gupta
2. Mr. Mahesh Gupta
3. Mrs. Khushboo Gupta
4. Mrs. Sarita Gupta
5. M/s Mahesh Gupta and Sons HUF
6. M/s Prayank Gupta & Sons HUF

DETAILS OF OUR PROMOTERS

1. Mr. Prayank Gupta



Mr. Prayank Gupta, aged about 39 years, is the Promoter and Managing Director of our Company.

For details of his educational qualifications, experience, other directorships, positions / posts held in the past and other directorships and special achievements, please refer to the chapter titled “*Our Management*” beginning on page 199.

Date of Birth: January 04, 1986

Nationality: Indian

PAN: AHZPG7679K

Residential Address: House No.-Bxx/82/1, College Road, Near Lakme Saloon, Civil Lines, Ludhiana-141001, Punjab, India.

2. Mr. Mahesh Gupta



Mr. Mahesh Gupta, aged about 64 years, is the Promoter, Chairman & Whole -Time Director of our Company.

For details of his educational qualifications, experience, other directorships, positions / posts held in the past and other directorships and special achievements, please refer to the chapter “*Our Management*” beginning on page 199.

Date of Birth: January 04, 1961

Nationality: Indian

PAN: ABHPG9114B

Residential Address: House No.-Bxx/82/2, College Road, Near Lakme Saloon, Civil Lines, Ludhiana-141001, Punjab, India.

3. Mrs. Khushboo Gupta



Mrs. Khushboo Gupta, aged about 38 years, is the Promoter and Director of our Company.

For details of her educational qualifications, experience, other directorships, positions / posts held in the past and other directorships and special achievements, please refer to the chapter titled “*Our Management*” beginning on page 199.

Date of Birth: October 28, 1986

Nationality: Indian

PAN: AUPPG0219G

Residential Address: House No.-Bxx/82/1, College Road, Civil Lines, Ludhiana-141001, Punjab, India.

4. Mrs. Sarita Gupta



Mrs. Sarita Gupta, aged about 57 years, is the Promoter of our Company. She passed the Senior School Certificate Examination in 1983 from the Central Board of Secondary Education (CBSE). She is not engaged in the day-to-day business or the management of our Company and is designated as a promoter solely due to her shareholding in our Company.

Date of Birth: April 18, 1967

Nationality: Indian

PAN: ADCPG4528L

Residential Address: House No.-Bxx/82/1, College Road, Civil Lines, Ludhiana-141001, Punjab, India.

5. M/s Mahesh Gupta and Sons HUF

Mahesh Gupta and Sons HUF came into existence on March 22, 1990 under the Income Tax Act, 1961. Karta of this HUF is Mr. Mahesh Gupta.

PAN: AABHM1942E

As on the date of this Draft Red Herring Prospectus, M/s Mahesh Gupta and Sons HUF holds 2,37,000 equity shares representing 4.68% of the pre-issued, subscribed and paid-up equity share capital of our Company.

6. M/s Prayank Gupta & Sons HUF

Prayank Gupta & Sons HUF came into existence on May 22, 2024 under the Income Tax Act, 1961. Karta of this HUF is Mr. Prayank Gupta.

PAN: AAUHP5330A

As on the date of this Draft Red Herring Prospectus, M/s Prayank Gupta & Sons HUF holds 2,16,900 equity shares representing 4.28% of the pre-issued, subscribed and paid-up equity share capital of our Company.



DECLARATION

1. We confirm that the Permanent Account Number, Bank Account number, Passport number, Driving License number Aadhaar Card number of our individual Promoters shall be submitted to the Stock Exchange at the time of filing of the Draft Red Herring Prospectus with the Stock Exchange.
2. Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulters or fraudulent borrowers by the RBI or any other governmental authority.
3. Our Promoters have not been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.
4. No violations of securities law have been committed by our Promoters or members of our Promoter Group or any Group Companies/Entities in the past or is currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies/Entities (ii) the Companies/Entities with which any of our Promoters is or was associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.
5. Our Promoters are not and has never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

CHANGE IN CONTROL OF OUR COMPANY

There has been change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus. The business takeover agreement between Mr. Siddarath Bedi and Mr. Siddhant Bedi (“Previous Promoters”, “First Party”) and Mr. Mahesh Gupta, Mrs. Sarita Gupta, Mr. Prayank Gupta and Mrs. Khushboo Gupta (“Current promoters”, “Second Party”) was executed on July 29, 2022, under which 100% ownership of the Company was transferred from the previous promoters, Mr. Siddarath Bedi and Mr. Siddhant Singh Bedi, to the current promoters of our Company.

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 “*Our Management*” beginning on page 199 and sub-section “*details of our promoters*” under this chapter.

INTEREST OF OUR PROMOTERS

Our Promoters do not have any interest in our Company except to the extent of compensation payable / paid, and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details, please refer to the chapters titled “*Capital Structure*”, “*Restated Financial Statements*” and “*Our Management*” beginning on pages 75, 227 and 199 respectively.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters is directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please refer to the chapter titled “*Restated Financial Statements*” beginning on page 227.



Interest of Promoters in the Promotion of our Company

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

Interest of Promoters in the Property of our Company

Except as stated in the heading titled “*Property*” under the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on pages 155 and 227 respectively, our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*” beginning on page 155 our Promoters do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Interest in our Company arising out of being a member of a firm or company

Except as disclosed in the schedule titled “*Related Party Transactions*” in the chapter titled “*Restated Financial Statements*” beginning on page F-41, Our Promoters are not interested as member of a firm or company where any sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

Interest in our Company other than as Promoters

Our Promoters, Mr. Prayank Gupta, Mr. Mahesh Gupta and Mrs. Khushboo Gupta serve as the Managing Director, Chairman & Whole-Time Director and Director respectively, of our Company, therefore, may be deemed to be considered interested to the extent of any remuneration which shall be payable to them in such capacity. Except as mentioned in this chapter and chapters titled “*Our Business*”, “*Our History and Certain Other Corporate Matters*”, “*Our Management*” and “*Restated Financial Statements*” beginning on pages 155, 193, 199 and 227 respectively, our Promoters do not have any other interest in our Company.

COMMON PURSUITS OF OUR PROMOTERS

Except as disclosed in the chapter “*Our Group Entities*” beginning on page 224, our Promoters and the members of the Promoter Group neither individually nor collectively hold any interest in any Body Corporate /Firm/ Entity which are in the same line of activity or business as that of our Company. However, no assurance can be given of any future event which may lead to conflict of interest between our Company and our Promoters and the members of the Promoter Group.

PAYMENTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS

Except as stated in the chapter titled “*Restated Financial Statements*” beginning on page 227, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus.

MATERIAL GUARANTEES

Except as stated in the chapter titled “*Restated Financial Statements*” beginning on page 227, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.



DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves from any of the companies/ partnership firms during preceding three years.

Name	Company Name	Date of Disassociation/Strike Off	Reason
Mahesh Gupta	Trimurti Telewares Limited	Struck Off on January 22, 2025	Company struck off voluntarily for not carrying on any business or operation for a period of two immediately preceding financial years and has not made any application within such period for obtaining the status of a dormant company under section 455.
	Trimurti Potteries Private Limited	Struck Off on October 29, 2024	Company struck off voluntarily for not carrying on any business or operation for a period of two immediately preceding financial years and has not made any application within such period for obtaining the status of a dormant company under section 455.
Sarita Gupta	Trimurti Potteries Private Limited	Struck Off on October 29, 2024	Company struck off voluntarily for not carrying on any business or operation for a period of two immediately preceding financial years and has not made any application within such period for obtaining the status of a dormant company under section 455.
Prayank Gupta	K.K. Metcast Private Limited	Struck Off on September 17, 2024	Company struck off voluntarily for not carrying on any business or operation for a period of two immediately preceding financial years and has not made any application within such period for obtaining the status of a dormant company under section 455.
Khushboo Gupta	K.K. Metcast Private Limited	Struck Off on September 17, 2024	Company struck off voluntarily for not carrying on any business or operation for a period of two immediately preceding financial years and has not made any application within such period for obtaining the status of a dormant company under section 455.



OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1)(pp) of SEBI (ICDR) Regulations includes the following persons:

a) Natural persons who are part of our Individual Promoter Group:

The natural persons who are part of our Promoter Group (due to the relationship with our Promoters), other than the Promoters named above are as follows:

Sr. No.	Relationship	Mr. Prayank Gupta	Mr. Mahesh Gupta	Mrs. Sarita Gupta	Mrs. Khushboo Gupta
1.	Father	Mr. Mahesh Gupta	Late Krishan Pal Gupta	Late Dharam Pal Gupta	Mr. Darshan K Gupta
2.	Mother	Mrs. Sarita Gupta	Late Kailash Rani Gupta	Mrs. Sarla Gupta	Mrs. Shama Gupta
3.	Spouse	Mrs. Khushboo Gupta	Mrs. Sarita Gupta	Mr. Mahesh Gupta	Mr. Prayank Gupta
4.	Brother(s)	-	Late Subash Gupta Mr. Vinod Gupta Late Rakesh Gupta Mr. Manish Gupta	Mr. Devender Gupta Mr. Himanshu Gupta	Mr. Nitish Gupta
5.	Sister(s)	Mrs. Dhruvika Gupta	Late Lata Bansal Mrs. Manju Bansal	Ms. Jyoti Goel	Ms. Shikha Gupta
6.	Children	Kiaan Gupta	Mr. Prayank Gupta Mrs. Dhruvika Gupta	Mr. Prayank Gupta Mrs. Dhruvika Gupta	Kiaan Gupta
7.	Spouse Father	Mr. Darshan K Gupta	Late Dharam Pal Gupta	Late Krishan Pal Gupta	Mr. Mahesh Gupta
8.	Spouse Mother	Mrs. Shama Gupta	Mrs. Sarla Gupta	Late Kailash Rani Gupta	Mrs. Sarita Gupta
9.	Spouse Brother (s)	Mr. Nitish Gupta	Mr. Devender Gupta	Late Subash Gupta Mr. Vinod Gupta	-



			Mr. Himanshu Gupta	Late Rakesh Gupta Mr. Manish Gupta	
10.	Spouse Sister(s)	Ms. Shikha Gupta	Ms. Jyoti Goel	Late Lata Bansal Mrs. Manju Bansal	Mrs. Dhruvika Gupta

b) Companies related to our Promoter Company:

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company	NA*
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	NA*
Any Body corporate in which a group or individuals or companies or combinations thereof which hold 20% or more of the equity share capital in that body corporate also hold 20% or more of the equity share capital of the Issuer.	NA*

*Our Company does not have any promoter company.

c) Companies, Proprietary concerns, HUF's related to our promoters

Nature of Relationship	Name of Entities
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.	NA
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	NA
Any Hindu Undivided Family or Firm in which the aggregate shareholding of the promoters and his immediate relatives is equal to or more than twenty percent.	1. K.K. Alloys 2. M/s Mahesh Gupta and Sons HUF 3. M/s Prayank Gupta & Sons HUF

For further details refer to the chapter titled “Group Entities” beginning on page 224.

OUTSTANDING LITIGATIONS

There is no other outstanding litigation against our Promoters except as disclosed in the section titled “Risk Factors” and chapter titled “Outstanding Litigations and Material Developments” beginning on pages 27 and 252 respectively.

RELATED PARTY TRANSACTIONS

Except as disclosed in the schedule titled “Related Party Transactions” in the chapter titled “Restated Financial Statements” beginning on page F- 41, our Company has not entered into any related party transactions with our Promoters.



OUR GROUP ENTITIES

In terms of the SEBI ICDR Regulations and applicable accounting standards, “Group Companies” of the Company includes:

- a) the companies (other than the promoters and subsidiaries) with which there were related party transactions as per the Restated Financial Information; and
- b) other companies considered material by the Board of Directors of the relevant issuer company.

Accordingly, pursuant to the resolution passed by our Board at its meeting held on December 09, 2024, group entities of our Company shall include:

- the entities with which there were related party transactions as per the Restated Financial Information during any of the last three financial years in respect of which the Restated Financial Information are included in this Draft Red Herring Prospectus as covered under the relevant accounting standard (i.e. AS 18) have been considered as group companies in terms of the SEBI ICDR Regulations;
- entities forming part of the Promoter Group with whom the Company has entered into related party transactions during the last completed financial year which cumulatively exceeds 10% of the total revenue of our Company for the last completed financial year as per the Restated Financial Information.
- all such entities which are deemed to be material by the Board of Directors.

Accordingly, in terms of the policy adopted by our Board for determining group companies, our Board has identified the following entity as Group Entity:

Our Group Entity as on the date of this Draft Red Herring Prospectus:

1. K. K. ALLOYS

K. K. Alloys is a partnership firm was formed on June 26, 2018 under the provisions of the Indian Partnership Act, 1932. Partnership Deed between Mr. Mahesh Gupta and Mr. Prayank Gupta was executed on June 26, 2018. The PAN of the Partnership Firm is AATFK6316Q. The office of the Partnership Firm and Unit I is situated at Bilga Road, Village Sahnewal Khurd, P.O. Sahnewal, Ludhiana -141120, Punjab, India and Unit II is situated at Bilga Road, Opp. K.K.Alloys, near Ittan Wala Bhatta, Village Sahnewal Khurd, P.O. Sahnewal, Ludhiana -141120.

Nature of Business:

Trading & Import/ Export & manufacturing of all grades of Steel Ingots/ Billets & such other Business or Business(es) as the partners may agree from time to time.

Financial Performance (*consolidated of Unit I and Unit II*):

(Rs. in Lakhs)

Particulars	For the Financial Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Capital Account	1,603.34	1386.82	1,406.92
Total Revenue (Including Other Income)	20,173.33	25,732.15	24,012.72
Net Profit	42.86	22.93	19.63



Profit Sharing Ratio:

The profit-sharing ratio of K. K. Alloys as on the date of this Draft Red Herring Prospectus is mentioned below:

Sr. No.	Name of Partners	Profit Sharing Ratio (%)
1.	Mr. Mahesh Gupta	50.00
2.	Mr. Prayank Gupta	50.00

INTEREST OF GROUP ENTITY

Our Group Entity has no interest in the promotion of our Company.

Our Group Entity is not interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

Our Group Entity is not interested in any transactions for the acquisition of land, construction of building or supply of machinery etc.

COMMON PURSUITS AMONG GROUP ENTITY WITH OUR COMPANY

As on the date of filing of this Draft Red Herring Prospectus, our Group Entity K.K. Alloys is engaged in the similar line of business as our Company. Our Company has not adopted any measures for mitigating such conflict situations which may arise in the future.

Further, our group entity is empowered under its constitutional documents, to undertake a similar line of business, hence, our group entity and our company is in the similar line of business. However, our Company primarily manufactures alloy ingots and our group entity primarily manufactures MS ingots. Further, no assurance can be given that our group entity will not undertake to manufacture alloy ingots in the future. 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 TRANSACTION WITHIN THE GROUP ENTITY AND SIGNIFICANCE ON FINANCIAL PERFORMANCE OF OUR COMPANY

For details pertaining to business transactions, of our Company with our Group Entity, please refer to the chapter titled “*Restated Financial Statements- Related Party Disclosure*” beginning on page 227.

BUSINESS INTEREST OF GROUP ENTITY

Except in the ordinary course of business and as stated in the chapter titled “*Restated Financial Statements – Related Party Disclosure*” beginning on page 227, our Group Entity does not have any business interest in our Company.

LITIGATION

Except as disclosed under the chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 252, there are no material litigation in the group entity, which may directly or indirectly affect our Company.

CONFIRMATIONS

Our Group Entity does not have any securities listed on any stock exchange. Further, our Group Entity has not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus.



DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

Our Company has not yet adopted dividend distribution policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.



SECTION VII – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

Sr. No.	Particulars	Page No.
1.	Restated Financial Statement	F-1 to F-59



INDEPENDENT AUDITORS' REPORT

(As required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014)

To,

The Board of Directors

Bedi Steels Limited

(Formerly known as “Bedi Steels Private Limited”)

G.T. Road, Doraha, Ludhiana, Punjab – 141421, India

Dear Sir/ Madam,

1. We have examined the attached Restated Financial Statements of **Bedi Steels Limited** (formerly known as “Bedi Steels Private Limited”) (hereinafter referred as the “Company” or “Issuer”), comprising of Restated Statement of Assets and Liabilities as at September 30th 2024, March 31st 2024, March 31st 2023 and March 31st 2022, the Restated Statement of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Cash Flow Statement for the period/years ended September 30th 2024, March 31st 2024, March 31st 2023 and March 31st 2022, the Summary Statement of Significant Accounting Policies to the Restated Financial Statements (collectively, the “Restated Financial Statements”), as approved by the Board of Directors of the Company at their meeting held on 24th March, 2025 for the purpose of inclusion in the Draft Red Herring Prospectus (“**DRHP**”) / Red Herring Prospectus (“**RHP**”) / Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares (“**IPO**”) prepared in terms of the requirements of:
 - a) Section 26 of Part-I of Chapter-III of the Companies Act, 2013 as amended (“**the Act**”) read with Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (“**the Rules**”).
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time pursuant to the provisions of the Securities and Exchange Board of India, 1992 (“**the SEBI ICDR Regulations**”); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“**ICAI**”) as amended from time to time (“**the Guidance Note**”).
2. The Company’s Board of Directors is responsible for the preparation of the Restated Financial Statements for the purpose of inclusion in the DRHP / RHP / Prospectus to be filed with Securities and Exchange Board of India, Stock Exchange (BSE Limited), and Registrar of Companies, Punjab and Chandigarh in connection with the proposed IPO. The Restated Financial Information has been prepared by the Management of the company. The responsibility of the Board of Directors includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note read with the SEBI Communication, as applicable.
3. We have examined such Restated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 14th October, 2024 in connection with the proposed IPO of equity shares of the Company;
 - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;



- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - d) The requirements of Section 26 of the Act and the 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.
4. These Restated Financial Information have been prepared and compiled by the management from the Audited financial statements of the group for the period / years ended September 30th 2024, March 31st 2024, March 31st 2023 and March 31st 2022 are prepared in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, (“Indian GAAP”) read with the Companies (Accounting Standards) Rules, 2015, as amended which have been approved by the Board of Directors at their meetings held on 24th March 2025, June 8th 2024, July 26th 2023 and August 31st 2022 respectively.
5. Our Work has been carried out in accordance with the Standards on Auditing under section 143 (10) of the Act, Guidance Note on reports in company Prospectuses (Revised 2016) and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India and pursuant to the requirements of Section 26 of the Act read with applicable rules and ICDR Regulations. This work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the ICDR Regulations in connection with the issue.

Opinion

6. In accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with the Rules, the ICDR Regulations and the Guidance Note, we have examined the Restated Financial Information of the company which have been arrived after making adjustments and regrouping /reclassifications, which in our opinion were appropriate, and have been fully described in Annexure VI: Notes on Restatement Adjustments to audited financial statements and based on our examination, we report that :
- i. The Restated Statement of Assets and Liabilities of the Company, as at September 30th 2024, March 31st 2024, March 31st 2023 and March 31st 2022 examined by us, as set out in Annexure I to this report, have been arrived at after making adjustments and regrouping/ reclassifications as in our opinion were appropriate.
 - ii. The Restated Statement of Profit and Loss of the Company, for the period / years ended September 30th 2024, March 31st 2024, March 31st 2023 and March 31st 2022 examined by us, as set out in Annexure II to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure VI.
 - iii. The Restated Statement of Cash Flows of the Company, and for the period / years ended September 30th 2024, March 31st 2024, March 31st 2023 and March 31st 2022, examined by us, as set out in Annexure III to this report, have been arrived at after making adjustments and regrouping/ reclassifications as in our opinion were appropriate.
7. Based on the above and according to the information and explanations given to us, we further report that the Restated Financial Information of the Company, as attached to this report and as mentioned in paragraph 6 above, read with Significant Accounting Policies (Annexure IV), Notes forming part of the Financial Information (Annexure V) and Notes on Adjustments for Restatement of Profit and Loss (Annexure VI), have been prepared in accordance with the Act, the Rules, and the ICDR Regulations and;



- a. Have been made after incorporating adjustments for the changes in accounting policies of the company in respective financial period / years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period / years;
 - b. Have been made after incorporating adjustments for the material amounts in the respective financial period / years to which they relate;
 - c. There are no qualifications in the Auditor's Report on the audited financial statements of the company as at September 30th 2024, March 31st 2024, March 31st 2023 and March 31st 2022 which require any adjustments; and
 - d. There are no extra-ordinary items that need to be disclosed separately.
8. We have also examined the following Restated financial information of the company set out in the Annexures prepared by the Management and approved by the Board of Directors for the period / years ended September 30th 2024, March 31st 2024, March 31st 2023 and March 31st 2022:-

1.	Restated Summary Statement of Notes to Restated Summary Statements	Annexure 5
2.	Restated Summary Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per Audited Financial Statements	Annexure 6
3.	Restated Summary Statement of Equity Share Capital	Annexure 7
4.	Restated Summary Statement of Reserves and Surplus	Annexure 8
5.	Restated Summary Statement of Long-Term Borrowings	Annexure 9
6.	Restated Summary Statement of Deferred Tax Liabilities/ Assets (Net)	Annexure 10
7.	Restated Summary Statement of Long-Term Provisions	Annexure 10A
8.	Restated Summary Statement of Short-Term Borrowings	Annexure 11
9.	Restated Summary Statement of Trade Payables	Annexure 12
10.	Restated Summary Statement of Other Current Liabilities	Annexure 13
11.	Restated Summary Statement of Short-Term Provisions	Annexure 14
12.	Restated Statement of Property, Plant & Equipment	Annexure 15
13.	Restated Summary Statement of Capital Work in Progress	Annexure 16
14.	Restated Summary Statement of Other Non-Current Assets	Annexure 17
15.	Restated Summary Statement of Trade Receivables	Annexure 18
16.	Restated Summary Statement of Inventories	Annexure 19
17.	Restated Summary Statement of Cash and Cash Equivalents	Annexure 20
18.	Restated Summary Statement of Short-Term Loans and Advances	Annexure 21
19.	Restated Summary Statement of Other Current Assets	Annexure 22
20.	Restated Summary Statement of Revenue from Operations	Annexure 23
21.	Restated Summary Statement of Other Income	Annexure 24
22.	Restated Summary Statement of Cost of Materials Consumed	Annexure 25
23.	Restated Summary Statement of Changes in Inventories of Finished Goods and Work in Progress	Annexure 26
24.	Restated Summary Statement of Employee Benefit Expenses	Annexure 27
25.	Restated Summary Statement of Finance Costs	Annexure 28
26.	Restated Summary Statement of Depreciation and Amortization Expense	Annexure 29
27.	Restated Summary Statement of Other Expenses	Annexure 30
28.	Restated Summary Statement of Earnings Per Share	Annexure 31
29.	Restated Summary Statement of Related Party Transactions	Annexure 32
30.	Restated Summary Statement of Reconciliation of Liabilities Arising from Financing Activities	Annexure 33



31.	Restated Summary Statement of Financial Ratios	Annexure 34
32.	Restated Summary Statement of Other Financial Information	Annexure 35
33.	Restated Summary Statement of Employment Benefit Obligations	Annexure 36
34.	Restated Summary Statement of Capitalisation Statement	Annexure 37
35.	Restated Summary Statement of Financial Indebtedness	Annexure 38
36.	Restated Summary Statement of Dividend	Annexure 39
37.	Restated Summary Statement of Tax Shelter	Annexure 40
38.	Restated Summary Statement of Additional Regulatory Requirements	Annexure 41

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. Our report is intended solely for use of the management for inclusion in the Offer Document to be filed with Securities and Exchange Board of India, Stock Exchange (BSE Limited), and Registrar of Companies, Punjab and Chandigarh in connection with the proposed IPO of equity shares of the Company. 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 M/s Jain Mittal Chaudhary & Associates
Chartered Accountants
ICAI Firm Registration Number: 015140N
Peer Review No.: 017045

Sd/-
CA Sanjeev Jain
Partner
M. No. 500771

Place: Doraha, Punjab
Date: March 24, 2025

UDIN: 25500771BMGHAF4517



BEDI STEELS LIMITED

G.T. Road, Ludhiana, Doraha-141421, Punjab, India.

CIN: U27106PB1990PLC010665

RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES					
ANNEXURE-1					
<i>(Rs. in Lakhs)</i>					
Particulars	Annexure	As at September 30, 2024	As at March 31, 2024	As at March 31,2023	As at March 31, 2022
<u>I. EQUITY AND LIABILITIES</u>					
1. SHAREHOLDERS FUND					
(a) Share Capital	7	496.61	165.54	80.09	80.09
(b) Reserve & Surplus	8	1,589.88	1,501.41	73.61	(215.54)
Total Shareholders' funds		2,086.50	1,666.95	153.70	(135.45)
2. NON-CURRENT LIABILITIES					
(a) Borrowings	9	499.67	201.23	381.57	127.47
(b) Deferred Tax Liabilities	10	42.57	34.66	20.02	8.32
(c) Long Term Provisions	10A	0.69	0.28	1.77	6.65
Total non-current liabilities		542.93	236.17	403.36	142.44
3. CURRENT LIABILITIES					
(a) Borrowings	11	1,690.10	1,107.84	1,124.26	822.23
(b) Trade Payables	12	3,565.96	1,751.94	1,554.61	789.97
(c) Other Current Liabilities	13	850.21	700.68	172.05	454.74
(d) Short Term Provisions	14	239.95	96.05	0.16	0.23
Total Current Liabilities		6,346.22	3,656.51	2,851.08	2,067.17
Total Equity and Liabilities		8,975.65	5,559.65	3,408.13	2,074.15
<u>II. ASSETS</u>					
1. NON-CURRENT ASSETS					
(a) Property, Plant & Equipment	15	1,406.17	1,471.20	831.32	255.63
(b) Capital Work in progress	16	1,349.09	-	-	-
(c) Long term loans and advances		-	-	-	-
(d) Deferred Tax Assets		-	-	-	-
(e) Other non-current assets	17	322.58	106.64	107.38	134.95
Total non-current assets		3,077.84	1,577.83	938.70	390.58
2. CURRENT ASSETS					
(a) Investments		-	-	-	-
(b) Trade Receivables	18	1,864.44	833.42	1,125.80	600.29
(c) Inventories	19	3,672.38	2,692.47	1,232.96	834.15
(d) Cash and Cash Equivalents	20	17.29	48.69	33.86	31.29
(e) Loans & Advances	21	120.75	367.84	29.46	75.92
(f) Other Current Assets	22	222.96	39.40	47.36	141.92
Total Current Assets		5,897.82	3,981.82	2,469.44	1,683.57
Total Assets		8,975.65	5,559.65	3,408.13	2,074.15
Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4, Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.					



For M/s Jain Mittal Chaudhary & Associates

Chartered Accountants

ICAI Firm Registration Number: 015140N

Peer Review No.: 017045

Sd/-

CA Sanjeev Jain

Partner

Membership Number: 500771

Place: Doraha, Punjab

Date: March 24, 2025

UDIN: 25500771BMGHAF4517

**For and on behalf of
BEDI STEELS LIMITED**

Sd/-

PRAYANK GUPTA

Managing Director

DIN: 08737832

Sd/-

ABHISHEK SEHGAL

Chief Financial Officer

M. No.: ACA 577789

Sd/-

MAHESH GUPTA

Chairman and Whole Time Director

DIN: 02243602

Sd/-

DISHANT KHANNA

Company Secretary and

Compliance Officer

M. No. Dishant - ACS 74527



BEDI STEELS LIMITED

G.T. ROAD, Ludhiana, DORAHA-141421, Punjab, India.

CIN: U27106PB1990PLC010665

RESTATED SUMMARY STATEMENT OF PROFIT & LOSS					
ANNEXURE-2					
<i>(Rs. in Lakhs)</i>					
Particulars	Annexure	For the period ended September 30, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
I) Incomes					
(a) Revenue From Operations	23	10,552.91	16,803.79	12,429.75	8,095.98
(b) Other Income	24	3.86	11.23	0.05	33.47
II) Total Incomes		10,556.77	16,815.02	12,429.80	8,129.45
III) Expenses					
(a) Cost of Material Consumed	25	10,313.28	14,110.01	10,990.79	7,723.91
(c) Changes in inventories of finished goods	26	(1,278.93)	202.13	12.67	(85.85)
(d) Employee benefits expense	27	32.35	34.86	63.95	169.05
(e) Finance Cost	28	75.24	140.24	107.21	75.00
(f) Depreciation and amortization expense	29	66.66	97.59	68.52	46.98
(g) Other expenses	30	776.94	1,443.87	885.81	797.38
IV) Total Expenses		9,985.53	16,028.70	12,128.95	8,726.46
V) Profit Before Taxes (II-IV)		571.24	786.32	300.85	(597.01)
VI) Tax Expenses					
(a) Current taxes		143.78	112.87	-	-
(b) Deferred tax expense / (credit)		7.91	14.64	11.70	-
(c) Tax adjustment of earlier years		-	0.04	-	-
VII) Total Taxes		151.69	127.55	11.70	-
VIII) Profit after Taxes		419.55	658.77	289.15	(597.01)
IX) Earnings per Equity Share					
Face Value of Shares		10.00	10.00	10.00	10.00
(a) Basic (in rupees)		8.45	27.18	12.03	(24.85)
(a) Diluted (in rupees)		8.45	27.18	12.03	(24.85)
Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.					



For M/s Jain Mittal Chaudhary & Associates

Chartered Accountants

ICAI Firm Registration Number: 015140N

Peer Review No.: 017045

Sd/-

CA Sanjeev Jain

Partner

Membership Number: 500771

Place: Doraha, Punjab

Date: March 24, 2025

UDIN: 25500771BMGHAF4517

**For and on behalf of
BEDI STEELS LIMITED**

Sd/-

PRAYANK GUPTA

Managing Director

DIN: 08737832

Sd/-

ABHISHEK SEHGAL

Chief Financial Officer

M. No.: ACA 577789

Sd/-

MAHESH GUPTA

Chairman and Whole Time Director

DIN: 02243602

Sd/-

DISHANT KHANNA

Company Secretary and

Compliance Officer

M. No. Dishant - ACS 74527



BEDI STEELS LIMITED

G.T. ROAD, Ludhiana, DORAHHA-141421, Punjab, India.

CIN: U27106PB1990PLC010665

RESTATED SUMMARY STATEMENT OF CASH FLOWS				
ANNEXURE-3				
<i>(Rs. in Lakhs)</i>				
Particulars	For the period ended September 30, 2024	For the Year ended March 31, 2024	For the Year ended March 31, 2023	For the Year ended March 31, 2022
A) CASH FLOW FROM OPERATING ACTIVITIES				
Profit Before Tax	571.24	786.32	300.85	(597.01)
Adjustments for:				
Loss / (Profit) on sale of property, plant and equipment	-	(3.40)	-	-
Preliminary expenses	-	1.74	1.74	1.74
Depreciation and Amortization Expense	66.66	97.59	68.52	46.98
Interest income	(3.86)	(6.80)	-	(5.57)
Finance Costs	74.75	127.13	98.08	72.97
Extraordinary Items (Tax refund + prior period adjustments)	-	-	-	(319.52)
Operating profit before working capital changes	708.78	1,002.59	469.19	(800.41)
Adjustments for (increase)/decrease in Operating Assets:				
(Increase) / Decrease in Trade Receivables	(1,031.02)	292.38	(525.51)	(208.95)
(Increase) / Decrease in Inventories	(979.91)	(1,459.50)	(398.82)	805.69
(Increase) / Decrease in Short Terms Loans and Advances	247.09	(338.38)	46.46	31.90
(Increase) / Decrease in Other Current Assets	(183.57)	7.97	94.56	(141.92)
Adjustments for increase/(decrease) in Operating Liabilities				
Increase / (Decrease) in Trade Payables	1,814.02	197.33	764.64	(99.56)
Increase / (Decrease) in Other Current Liabilities	149.53	528.63	(282.69)	399.91
Increase / (Decrease) in long term Provisions	0.41	(1.49)	(4.88)	6.65
Increase / (Decrease) in Short Term Provisions	0.12	95.89	(0.07)	(6.86)
Cash generated from operations	725.45	325.42	162.89	(13.56)
Income Tax Paid		(112.87)	-	-
Net Cash Flow from Operating Activities	725.45	212.55	162.89	(13.56)
B) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment	(1.63)	(767.73)	(644.21)	(37.85)
Proceeds from Sale of Property, Plant and Equipment	-	33.64	-	-
Investment/proceeds from non-current assets	(215.94)	(1.00)	25.83	235.03
Investment in Capital Work-in-progress	(1,349.09)			
Interest Income	3.86	6.80		5.57
Net Cash used in investing activities	(1,562.80)	(728.29)	(618.37)	202.75
C) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Issue of Share Capital	-	854.48	-	-
Proceeds from Long Term Borrowings	312.61	-	254.10	-
Repayment of Long-term Borrowings	(14.17)	(180.34)	-	(150.28)
Proceeds from Short Term Borrowings	615.05			
Repayment of Short-Term Borrowings	(32.80)	(16.42)	302.03	61.68
Finance Costs	(74.75)	(127.13)	(98.08)	(72.97)



Net cash generated from Financing activities	805.94	530.59	458.05	(161.57)
Net Change in Cash and Cash Equivalents (A+B+C)	(31.41)	14.85	2.56	27.62
CASH & CASH EQUIVALENT				
Opening Balance	48.69	33.85	31.28	3.67
Net Change in Cash & Cash Equivalents	(31.41)	14.85	2.56	27.62
Closing Balance	17.29	48.69	33.85	31.28

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.

For M/s Jain Mittal Chaudhary & Associates

Chartered Accountants

ICAI Firm Registration Number: 015140N

Peer Review No.: 017045

Sd/-

CA Sanjeev Jain

Partner

Membership Number: 500771

Place: Doraha, Punjab

Date: March 24, 2025

UDIN: 25500771BMGHAF4517

**For and on behalf of
BEDI STEELS LIMITED**

Sd/-

PRAYANK GUPTA

Managing Director

DIN: 08737832

Sd/-

ABHISHEK SEHGAL

Chief Financial Officer

M. No.: ACA 577789

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Chairman and Whole Time Director

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DISHANT KHANNA

Company Secretary and

Compliance Officer

M. No. Dishant - ACS 74527

**BEDI STEELS LIMITED**

G.T. Road, Ludhiana, Doraha-141421, Punjab, India.

CIN: U27106PB1990PLC010665

(All amounts are in INR Lakhs, unless otherwise stated)

RESTATED SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
ANNEXURE-4
1. General Information
<p>The Company was originally incorporated as 'Bedi Steels Private Limited' as a private limited company under the Companies Act, 1956 on September 04, 1990 pursuant to a Certificate of Incorporation bearing CIN U27106PB1990PTC010665 issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh. The Company is engaged in the manufacturing and trading of Steel and Alloy Ingots. In 2022, the management and control of the company were transferred to the current promoters, which includes Mr. Prayank Gupta, Mr. Mahesh Gupta, Ms. Sarita Gupta, and Ms. Khushboo Gupta. This change in leadership occurred following the execution of an agreement on July 29, 2022, to transfer 100% ownership of the company from the previous promoters, consisting of Mr. Siddarath Bedi and Mr. Siddhant Singh Bedi, to the present promoters. Since then, the company has been under the control and direction of its current promoters. Thereafter, the Company was converted into a public limited company from a private limited company pursuant to a special resolution passed by the shareholders of our Company on July 20, 2024 consequent to which the name of our Company changed from 'Bedi Steels Private Limited' to 'Bedi Steels limited' and a fresh Certificate of Incorporation bearing CIN U27106PB1990PLC010665 was issued by the Registrar of Companies, Punjab and Chandigarh on September 11, 2024.</p>
2. Summary of Significant Accounting Policies
2.1 Basis of Preparation
<p>The Restated Summary Statement of the Assets and Liabilities, of the Company as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022, the Restated Summary Statement of Profits and Losses and the Restated Summary Statement of Cash Flows, for the reporting periods ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 (collectively referred to as 'Restated Summary Statements') have been compiled by the management of the Company from the audited financial statements of the Company for the periods ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 and have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India (SEBI) in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO').</p>
<p>The audited financial statements were prepared in accordance with the Accounting Standards as specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The audited financial statements were prepared on a going concern basis under the historical cost convention on accrual basis. The accounting policies were consistently applied by the Company unless otherwise stated.</p>
<p>Effective 01 April 2014, Schedule III notified under the Companies Act, 2013 was applicable to the Company for preparation and presentation of its financial statements. The adoption of Schedule III of the Companies Act, 2013 did not impact recognition and measurement principles followed for preparation of financial statements.</p>
<p>The Restated Summary Statement of the Assets and Liabilities, profits and losses and cash flows have been prepared to comply in all material respects with the requirement of Section 26(1) of the Companies Act, 2013, read with rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time).</p>
2.2 Operating Cycle
<p>Based on the nature of products/activities of the company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.</p>
2.3 Use of Estimates
<p>The preparation of the financial statements in conformity with the Accounting Standards requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported amounts of income and expenses during the year. The Management believes that the estimates used in preparation of standalone financial statements are prudent and</p>



<p>reasonable. Estimates and underlying assumptions are reviewed at each balance sheet date. Future results could differ due to these estimates and the differences between the actual results and estimates are recognized in the periods in which the results are known/materialise.</p>
2.4 Revenue Recognition
(i) Sale of Goods
<p>Sales of goods are recognized on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.</p>
<p>Revenues are shown exclusive of excise duty and net of allowances/ returns, goods and services tax and applicable discounts and allowances.</p>
(ii) Interest Income
<p>Interest income is accrued on a time proportion basis, by reference to the principle outstanding and the effective interest rate applicable.</p>
2.5 Inventories
<p>Finished goods are valued at the lower of cost (First in First Out -FIFO basis) and the net realisable value. Raw Material is valued at cost (First in First Out -FIFO basis). Stores and Spares and valued at cost (First in First out- FIFO basis). Wastage/ scrap is valued at net realisable value.</p>
2.6 Provisions and Contingencies
<p>A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.</p>
<p>A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.</p>
2.7 Intangible Assets
<p>Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is initially measured at cost, being the excess of the consideration transferred over the net identifiable assets acquired and liabilities assumed.</p> <p>Goodwill is considered to have indefinite useful life and hence is not subject to amortization but tested for impairment at least annually. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination, is from the acquisition date, allocated to each of the Company's cash generating units (CGUs) that are expected to benefit from the combination.</p> <p>A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. Each CGU or a combination of CGUs to which goodwill is so allocated represents the lowest level at which goodwill is monitored for internal management purpose and it is not larger than an operating segment of the Company. A CGU to which goodwill is allocated is tested for impairment annually, and whenever there is an indication that the CGU may be impaired, by comparing the carrying amount of the CGU, including the goodwill, with the recoverable amount of the CGU.</p> <p>If the recoverable amount of the CGU exceeds the carrying amount of the CGU, the CGU and the goodwill allocated to that CGU is regarded as not impaired. If the carrying amount of the CGU exceeds the recoverable amount of the CGU, the Company recognizes an impairment loss by first reducing the carrying amount of any goodwill allocated to the CGU and then to other assets of the CGU pro-rata based on the carrying amount of each asset in the CGU.</p>
<p>The expenditure already incurred to provide the future economic benefits are deferred over a period of 5 years from the year in which these are incurred.</p>
2.8 Property, Plant and Equipment
<p>Property, Plant and Equipment are carried at historical cost less accumulated depreciation / amortisation and impairment losses, if any. Acquisition Cost comprises its purchase price net of any trade discounts and rebates,</p>



any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are arrived at cost are recognised in the Statement of Profit and Loss.

Depreciation on fixed assets has been provided on Straight Line method in accordance with the manner specified in Schedule II of the Companies Act, 2013.

2.9 Cash and Cash Equivalents

Cash comprises cash on hand and demand 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.

2.10 Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before extraordinary items and tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.11 Taxes on Income

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there is unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets are reviewed at each balance sheet date for their realisability.

2.12 Earnings per Share

Basic earnings per share is computed by dividing the net profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented in case of share splits.

2.13 Employee Benefits

The company provides for the various benefits plans to the employees. These are categorized into Defined Benefits Plans and Defined Contributions Plans. Defined contribution plans includes the amount paid by the company towards the liability for Provident fund to the employee's provident fund organization and Employee State Insurance fund in respect of ESI and defined benefits plans includes the retirement benefits, such as gratuity.

a. In respect Defined Contribution Plans, contribution made to the specified fund based on the services rendered by the employees are charged to Statement of Profit & Loss in the year in which services are rendered by the employee.



b. Liability in respect of Defined Long Term benefit plan is determined at the present value of the amount's payable determined using actuarial valuation techniques performed by an independent actuarial at each balance sheet date using the projected unit credit methods. Re-measurement, comprising actuarial gain and losses, the effects of assets ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of Financial Position with a charge or credit recognized in other comprehensive income in the period in which they occur. Past Service cost is recognized in the statement of profit & loss in the period of plan amendment.

c. Liabilities for short term employee benefits are measured at undiscounted amount of the benefits expected to be paid and charged to Statement of Profit & Loss in the year in which the related service is rendered.



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RESTATED SUMMARY STATEMENT OF NOTES TO RESTATED SUMMARY STATEMENTS				
ANNEXURE 5				
Contingent liabilities and commitments:				
<i>(Rs. in Lakhs)</i>				
Particulars	As at			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Claims against the company not acknowledged as debts	-	-	-	-
Guarantees given on Behalf of the Company	-	-	-	-
Performance Bank Guarantees given by company	-	-	-	-
Tax not acknowledged as payable	-	-	-	-
- GST appeal (Note no. 1)	62.56	49.89	42.36	42.36
- Income tax (Note no. 2)	73.03	73.03	-	-
-Traces (Note No.3)	0.81	0.81	-	-
Total	136.40	123.73	42.36	42.36
Note no. 1: GST appeals				
I. The demand of Rs 12,34,182/- was raised vide assessment order passed in form DRC-07 dt. 30.04.2024 by the GST department for the FY 2018-19. Though the company has filed the appeal against the said demand. There may be contingent liability in this regard.				
II. The demand of Rs 1,00,000/- was raised vide assessment order passed in form DRC-07 dt. 22.08.2024 by the GST department for the FY 2020-21. Though the company has filed the appeal against the said demand. There may be contingent liability in this regard.				
III. The demand of Rs 9,77,876/- was raised vide assessment order passed in form DRC-07 dt. 30.05.2023 by the GST department for the FY 2017-18. Though the company has filed the appeal against the said demand. There may be contingent liability in this regard.				
IV. The demand of Rs 42,36,448/- was raised vide assessment order passed in form DRC-07 dt. 19.03.2019 by the GST department for the FY 2018-19. Though the company has filed the appeal against the said demand. There may be contingent liability in this regard.				
Note No. 2: - Income Tax cases: -				
I. The demand of Rs 73,03,142/- was raised vide assessment order passed u/s 147 r/w/s. 144B of Income Tax Act, 1961 by the assessment unit of income tax department for the AY 2019-20. Though the company has filed the appeal against the said demand. There may be contingent liability in this regard.				
Note No. 3: - Traces cases: -				
There are demands on traces related to prior periods amounting to Rs. 80860/-				
Expenditure in Foreign Currency:				
Particulars	For the Period / Year Ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Purchase of Stores and Spares	-	-	-	-
Business promotion	-	-	-	-
Earnings in foreign currency				
Particulars	For the Period / Year Ended			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Export of goods calculated on FOB basis	-	-	-	-
Payable to Micro, Small and Medium Enterprises				



The Company has to Rs. 8,25,38,171.65/- to Micro and Small Enterprises as defined in section 7(1) of the Micro, Small and Medium Enterprises Development Act,2006, to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

Segment information

The business activities of the Company predominantly fall within a single primary business and geographical segment, i.e., Manufacturing and trading of Steel products within India. Thus, there are no separate reportable businesses or geographical segments that meet the criteria prescribed in Accounting Standard (AS-17) on Segment Reporting.

Corporate Social responsibility (CSR)

Provisions of Section 135 of Companies Act, 2013 are applicable on the company but no provision for CSR expenses has been made for the period ended September 30, 2024 (March 31,2024: NIL, March 31,2023: NIL and March 31,2022: NIL).

Note: The Company has made payment for religious activities amounting to Rs. 3,27,000/- on 12.03.2024 to Shree Hindu Nyaya Pith having unique registration number AAKAS9929HF20221 valid upto A.Y. 25-26.



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RESTATED SUMMARY STATEMENT OF RECONCILIATION OF RESTATED PROFIT/ (LOSS) TO PROFIT/ (LOSS) AS PER AUDITED FINANCIAL STATEMENTS				
ANNEXURE 6				
<i>(Rs. in Lakhs)</i>				
A Material Regrouping				
Appropriate Adjustments have been made in the Restated Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.				
B Material Adjustments				
The Summary of results of restatement made in the Audited Financial Statements for the respective years and its impact on the profit / (loss) of the Company is as follows:				
Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31,		
		2024	2023	2022
Profit / (Loss) after Tax (as per audited financial statements) (i)	419.12	657.47	284.65	(591.24)
Add/(Less): Adjustments on account of -				
Cost audit fee		(0.15)	(0.50)	(0.50)
Interest income on FDR		(0.06)	0.06	
Provision for Gratuity	0.31	1.51	4.95	(6.87)
Prior period adjustment	-	-	-	1.60
Total Adjustments (ii)	0.31	1.30	4.51	(5.77)
Restated Profit/ (Loss) (i+ii+iii)	419.43	658.77	289.15	(597.01)
Note:0 1. In the restated financial statements of the above-mentioned reporting periods, the adjustments for the provision for gratuity is made being the said expenses and the provisions are not made earlier on the audited financial statements of reporting periods.				
2. The cost audit fee is paid for F.Y. 2021-22 and 2022-23 in sept. 2024 but the provision for the same is not created in the relevant years.				
3. The cost audit fee is paid for F.Y. 2023-24 in Aug. 2024 but the provision for the same is created amounting to Rs.10,000 instead of Rs. 25,000/-				
4. The cost audit fee amounting to Rs. 1.60 lacs are paid for F.Y. 2020-21 but provision for the same is not created in the relevant year.				



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RESTATED SUMMARY STATEMENT OF EQUITY SHARE CAPITAL				
ANNEXURE-7				
<i>(Rs. in Lakhs)</i>				
Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Authorized, Issued, Subscribed and Paid-up Share Capital				
Authorized				
1,00,000 Equity Shares of Rupees 100.00 each	-	-	100	100
80,00,000 Equity Shares of Rupees 10.00 each	800.00	800	-	-
	800.00	800	100	100
Issued, Subscribed and Paid-Up				
80,090 Equity Shares of Rupees 100.00 each	-	-	80.09	80.09
16,55,380 Equity Shares of Rupees 10.00 each	165.54	165.54	-	-
33,10,760 Equity Shares of Rupees 10.00 each (issued during the year as bonus shares)	331.08	-	-	-
Total	496.61	165.54	80.09	80.09

a) Reconciliation of the number of shares and amount outstanding								
Particulars	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Equity shares								
Outstanding at the beginning of the year	16,55,380.00	165.54	8,00,900	80.09	8,00,900	80.09	8,00,900	80.09
No. of Equity Shares issued during the year*	-	-	8,54,480	85.45	-	-	-	-
No. of Equity Shares issued as bonus shares during the year **	33,10,760.00	331.08	-	-	-	-	-	-
Outstanding at the end of the year	49,66,140.00	496.61	16,55,380.00	165.54	8,00,900	80.09	8,00,900	80.09



b) Details of equity shares held by each shareholder holding more than 5% shares								
Name of Shareholder	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Number of shares	% of holding	Number of shares	% of holding	Number of shares	% of holding	Number of shares	% of holding
Mr. Siddharth Bedi	-	-	-	-	-	-	4,00,450	50.00%
Mr. Siddhant Singh Bedi	-	-	-	-	-	-	4,00,450	50.00%
Mr. Prayank Gupta	15,13,578	30.48%	5,04,526	30.48%	3,00,450	37.51%	-	-
Mrs. Khushboo Gupta	6,30,000	12.69%	2,10,000	12.69%	1,00,000	12.49%	-	-
Mr. Mahesh Gupta	14,05,065	28.29%	4,68,355	28.29%	2,00,450	25.03%	-	-
Mrs. Sarita Gupta	9,59,997	19.33%	3,19,999	19.33%	2,00,000	24.97%	-	-
Total	45,08,640.00	90.79%	15,02,880.00	90.79%	8,00,900	100.00%	8,00,900	100.00%

c) Details of Equity Shares held by promoters											
Promoters Name	As at September 30, 2024			As at March 31, 2024			As at March 31, 2023			As at March 31, 2022	
	Number of shares	% of holding	% change in holding	Number of shares	% of holding	% change in holding	Number of shares	% of holding	% change in holding	Number of shares	% of holding
Mr. Siddharth Bedi	-	-	-	-	-	-	-	-	-	4,00,450	50.00%
Mr. Siddhant Singh Bedi	-	-	-	-	-	-	-	-	-	4,00,450	50.00%
Mr. Prayank Gupta	15,13,578	30.48%	0.00%	5,04,526	30.48%	-18.76%	3,00,450	37.51%	37.51%	-	-
Mrs. Khushboo Gupta	6,30,000	12.69%	0.00%	2,10,000	12.69%	1.60%	1,00,000	12.49%	12.49%	-	-
Mr. Mahesh Gupta	14,05,065	28.29%	0.00%	4,68,355	28.29%	13.04%	2,00,450	25.03%	25.03%	-	-
Mrs. Sarita Gupta	9,59,997	19.33%	0.00%	3,19,999	19.33%	-22.59%	2,00,000	24.97%	24.97%	-	-
Mahesh Gupta HUF	2,37,000	4.77%	4.77%	-	-	-	-	-	-	-	-
Prayank Gupta HUF	2,16,900	4.37%	4.37%	-	-	-	-	-	-	-	-



Total	49,62,540	99.93%	9.14%	15,02,880	90.79%	-26.70%	8,00,900	100.00%	100.00%	8,00,900	100.00%
d) Rights, Preferences and restrictions attached to equity shares											
The Company has one class of equity shares having a par value of Rupees 10.00 each (having par value @ 100.00 each on 31st March, 2023 and 31st March, 2022). Each shareholder is eligible for one vote per share held. The Company has not declared and paid any dividend. In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.											
* Equity Shares Issued During the year ending 31st March, 2024											
1. The Company has made the preferential allotment of 8,54,480 Equity shares @ 100.00 each (having face value of Rs.10 each) during the year through conversion of Unsecured Loans amounting to Rs. 8,54,48,000 on 29-03-2024.											
2. Further during the F.Y. 2023-24, the Company has subdivided/split the existing Equity Shares having face value @ 100.00 each fully paid up into 10 shares having face value of Rs. 10.00 each fully paid on 27.03.2024.											
** Equity Shares issued as bonus shares during the period 01.04.2024 to 30.09.2024											
The Company has issued 33,10,760 Equity Shares of Rs 10.00 each as fully paid up bonus shares to its existing shareholders in the ratio of 2:1 (i.e., 2 bonus shares for every 1 share held).											
The record date for the allotment of bonus shares was 20th July 2024. The bonus shares were issued by capitalizing a portion of the Company's free reserves as per the provisions of the Companies Act, 2013.											

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RESTATED SUMMARY STATEMENT OF RESERVES AND SURPLUS				
ANNEXURE-8				
<i>(Rs. in Lakhs)</i>				
Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Securities Premium				
Opening balance	769.03	-	-	-
Add: Increase on issue of share capital	-	769.03	-	-
Less: Issue of Bonus Shares	331.08	-	-	-
Closing Balance	437.96	769.03	-	-
Surplus in the Profit and Loss Statement				
Opening balance	732.38	73.61	(215.54)	700.99
Add: Profit for the period	419.54	658.77	289.15	(597.01)
Add: Tax Refund	-	-	-	0.24
Add: Adjustments	-	-	-	(319.76)
Closing Balance	1,151.92	732.38	73.61	(215.54)
Total	1,589.88	1,501.41	73.61	(215.54)
Note: An amount of Rs. 3,31,07,600/- is transferred from securities premium to share capital as it is utilized in issue of bonus shares to existing shareholders in 2:1 on 20th July, 2024.				
Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.				

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RESTATED SUMMARY STATEMENT OF LONG-TERM BORROWINGS				
ANNEXURE-9				
<i>(Rs. in Lakhs)</i>				
Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured				
Loan from Banks and Financial institutions*	457.11	169.34	240.00	-
Unsecured				
Loan from Directors	42.56	31.89	0.10	85.05
Loan from Others	-	-	141.47	42.42
Total	499.67	201.23	381.57	127.47
Terms and conditions of loan taken from Banks are as follows:-				
CSB Bank Term Loan				
The term loan from CSB Bank was taken amounting to Rs. 2.50,00,000 and carries repo 6.50% + Mark up 1.49% + Risk premium 2.01% i.e. 10% p.a. The loan is repayable in 47 installment of Rs. 6,57,098/- each along with interest, from the date of loan. The loan is secured by hypothecation of entire stock & book debts and movable assets including Plant & machinery of the company and the collateral security on the factory building in the name of the Company.				
Further the loan has been guaranteed by the personal guarantee of Directors and related parties:				
1. Mr. Mahesh Gupta 2. Mr. Prayank Gupta 3. Mrs. Khushboo Gupta 4. Mrs. Sarita Gupta 5. M/s K.K. Alloys				
CSB Bank GECL - Working Capital Loan				
The Working Capital Loan from CSB Bank was taken amounting to Rs. 32,00,000 and carries repo 6.50% + Mark up 1.49% + Risk premium 2.01% i.e. 10% p.a. The loan is repayable in 10 installments of Rs. 3,36,354/- each along with interest, from the date of loan. The loan is secured by hypothecation of entire stock & book debts and movable assets including Plant & machinery of the company and the collateral security on the factory building in the name of the Company.				
Further the loan has been guaranteed by the personal guarantee of Directors and related parties:				
1. Mr. Mahesh Gupta 2. Mr. Prayank Gupta 3. Mrs. Khushboo Gupta 4. Mrs. Sarita Gupta 5. M/s K.K. Alloys				
Bank of Maharashtra Term Loan				
The term loan from Bank of Maharashtra was taken during the period amounting to Rs. 7.00,00,000 and carries RLLR 9.30% + BSS 0.50% + Concession 1.45-0.50% i.e. @ 10.75 % to p.a at present. The loan amount disbursed till 30 th September 2024 is Rs. 4,05,64,703/-. The loan is repayable in 81 instalment of Rs. 8,64,200/- each plus interest, from the three months of the date of first disbursement of loan. The loan is secured by hypothecation of Plant & machinery of the company and collateral security of lien on CDR of Rs. 2 crores in the name of the Company and the exposure to the tune of Rs. 5 crores is to be covered under CGTMSE Scheme.				



Further the loan has been guaranteed by the personal guarantee of Directors:

1. Mr. Mahesh Gupta
2. Mr. Prayank Gupta
3. Mrs. Khushboo Gupta

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4, Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.



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RESTATED SUMMARY STATEMENT OF DEFERRED TAX LIABILITIES / ASSETS (NET)				
ANNEXURE-10				
<i>(Rs. in Lakhs)</i>				
(a) Component of deferred tax assets and liabilities are :-				
Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Deferred Tax Liabilities on account of :				
Property, Plant and Equipments	42.57	34.66	20.02	8.32
Total deferred tax liabilities (A)	42.57	34.66	20.02	8.32
Deferred Tax Assets on account of :				
Property, Plant and Equipments	-	-	-	-
Provision for Gratuity	-	-	-	-
Total deferred tax assets (B)	-	-	-	-
Disclosed as Deferred Tax (Assets) / Liabilities (Net - A-B)	42.57	34.66	20.02	8.32

Movement in deferred tax liabilities / asset	As at 1 April, 2021	Recognised in profit & loss	As at March 31, 2022
Deferred Tax Liabilities (A)			
Property, Plant and Equipments	8.32	-	8.32
Total	8.32	-	8.32
Deferred Tax Assets (B)			
Property, Plant and Equipments	-	-	-
Provision for Gratuity	-	-	-
	-	-	-
Disclosed as Deferred Tax (Assets) / Liabilities (Net - A-B)	8.32	-	8.32
Movement in deferred tax liabilities / asset	As at March 31, 2022	Recognised in profit & loss	As at March 31, 2023
Deferred Tax Liabilities (A)			
Property, Plant and Equipments	8.32	11.70	20.02
Total	8.32	11.70	20.02
Deferred Tax Assets (B)			
Property, Plant and Equipments	-	-	-
Provision for Gratuity	-	-	-
	-	-	-
Deferred tax (Assets) / Liabilities (Net - A-B)	8.32	11.70	20.02



Movement in deferred tax liabilities / asset	As at March 31, 2023	Recognised in profit & loss	As at March 31, 2024
Deferred Tax Liabilities (A)			
Property, Plant and Equipments	20.02	14.64	34.66
Total	20.02	14.64	34.66
Deferred Tax Assets (B)			
Property, Plant and Equipments	-	-	-
Provision for Gratuity	-	-	-
	-	-	-
Deferred tax (Assets) / Liabilities (Net - A-B)	20.02	14.64	34.66
Movement in deferred tax liabilities / asset	As at March 31, 2024	Recognised in profit & loss	As at September 30, 2024
Deferred Tax Liabilities (A)			
Property, Plant and Equipments	34.66	7.91	42.57
Total	34.66	7.91	42.57
Deferred Tax Assets (B)			
Property, Plant and Equipments	-	-	-
Provision for Gratuity	-	-	-
	-	-	-
Deferred tax (Assets) / Liabilities (Net - A-B)	34.66	7.91	42.57

BEDI STEELS LIMITED

G.T. Road, Ludhiana, Doraha-141421, Punjab, India.

CIN: U27106PB1990PLC010665

RESTATED SUMMARY STATEMENT OF LONG-TERM PROVISIONS				
ANNEXURE-10A				
<i>(Rs. in Lakhs)</i>				
Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provisions for Long Term	0.69	0.28	1.77	6.65
Total	0.69	0.28	1.77	6.65
Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.				



BEDI STEELS LIMITED

G.T. Road, Ludhiana, Doraha-141421, Punjab, India.

CIN: U27106PB1990PLC010665

RESTATED SUMMARY STATEMENT OF SHORT-TERM BORROWINGS				
ANNEXURE-11				
<i>(Rs. in Lakhs)</i>				
Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured				
Current maturities from long term borrowings	178.31	107.40	60.00	4.07
Loans repayable on Demand	-	-	-	-
HDFC (c/c limit)	-	-	-	818.16
AXIS Bank (c/c limit)	-	-	1,064.26	-
CSB Bank (c/c limit)	1,511.79	1,000.44	-	-
Unsecured				
Channel Financing from:				
- Financial Institutions	-	-	-	-
- Others	-	-	-	-
Loan from Directors	-	-	-	-
Total	1,690.10	1,107.84	1,124.26	822.23
Terms and conditions of CSB Bank (c/c limit):				
The C/c Limit from CSB Bank was taken amounting to Rs. 17,00,00,000 and carries repo 6.50% + Mark up 1.49% + Risk premium 2.01% i.e. 10% p.a. The loan is repayable in 12 instalments. The loan is secured by hypothecation of entire stock & book debts and movable assets including Plant & machinery of the company and the collateral security on the factory building Situated at G.T. Road, Village Doraha, Ludhiana in the name of the Company.				
Further the loan has been guaranteed by the personal guarantee of Directors and related parties:				
Mr. Mahesh Gupta				
Mr. Prayank Gupta				
Mrs. Khushboo Gupta				
Mrs. Sarita Gupta				
M/s K.K. Alloys				
Notes:1 The Company does not have any continuing default in repayment of loans and interest as on the reporting date.				
2. The company is not declared as "wilful defaulter" by any bank or financial Institution or other lender as on the reporting date.				
3. There is no such borrowing from banks and financial institutions taken by company for specific purpose but not used for same purpose.				
4. The stock records maintained by the company do not facilitate day to day valuation of inventory, despite of day-to-day quantitative records being maintained. However, period / year-end Inventory is assigned valuation. In view of this, Quantitative stock statements submitted to bank are not subject to verification/ reconciliation with books.				
5. All required registration or satisfaction of charges is done with Registrar of Companies.				



BEDI STEELS LIMITED

G.T. Road, Ludhiana, Doraha-141421, Punjab, India.

CIN: U27106PB1990PLC010665

RESTATED SUMMARY STATEMENT OF TRADE PAYABLES					
ANNEXURE 12					
<i>(Rs. in Lakhs)</i>					
Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022	
Total outstanding dues of micro and small enterprises	825.38	-	-	-	
Total outstanding dues other than micro and small enterprises	2,740.58	1,751.94	1,554.61	789.97	
Total	3,565.96	1,751.94	1,554.61	789.97	
Trade Payable Ageing Schedule					
Particulars	Outstanding For Following period from due date of payment				Total
	Less Than 1 Year	1-2 years	2-3 years	More than 3 n	
As at March 31, 2022					
(a) Micro, small and medium enterprises	-	-	-	-	
(b) Other	789.97	-	-	-	789.97
(c) Disputed Dues-MSME	-	-	-	-	
(d) Disputed Dues-Others	-	-	-	-	
Total					789.97
As at March 31, 2023					
(a) Micro, small and medium enterprises	-	-	-	-	
(b) Other	1,554.61	-	-	-	1,554.61
(c) Disputed Dues-MSME	-	-	-	-	
(d) Disputed Dues-Others	-	-	-	-	
Total					1,554.61
As at March 31, 2024					
(a) Micro, small and medium enterprises	-	-	-	-	
(b) Other	1,698.29	53.65	-	-	1,751.94
(c) Disputed Dues-MSME	-	-	-	-	
(d) Disputed Dues-Others	-	-	-	-	
Total					1,751.94
As at September 30, 2024					
(a) Micro, small and medium enterprises	825.38	-	-	-	825.38
(b) Other	2,730.15	10.43	-	-	2,740.58



(c) Disputed Dues-MSME	-	-	-	-
(d) Disputed Dues-Others	-	-	-	-
Total				3,565.96

Note: 1. The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.

2. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company. There is Rs. 8,25,38,171.65/- amount due to any such entities which needs to be disclosed.

3. There were no unbilled trade payables.

RESTATED SUMMARY STATEMENT OF OTHER CURRENT LIABILITIES

ANNEXURE 13

(Rs. in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Advance from Customers	117.34	13.64	-	-
Interest accrued but not due on borrowings	-	-	-	-
Expenses Payable	291.38	245.65	123.59	351.74
Creditors related to Machinery	429.82	396.70	-	-
Statutory Dues Payable	11.67	44.69	48.46	103.00
Total	850.21	700.68	172.05	454.74

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.

RESTATED SUMMARY STATEMENT OF SHORT-TERM PROVISIONS

ANNEXURE 14

(Rs. in Lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Provision for Taxation (net of advance tax)	239.70	95.92	-	-
Provision for Gratuity	0.25	0.13	0.16	0.23
Total	239.95	96.05	0.16	0.23

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.



BEDI STEELS LIMITED

G.T. Road, Ludhiana, Doraha-141421, Punjab, India.

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RESTATED SUMMARY STATEMENT OF PROPERTY, PLANT AND EQUIPMENT									
ANNEXURE 15									
<i>(Rs. in Lakhs)</i>									
Particular	Land	Building	Plant & Machinery	Office Equipment	Furniture & Fixture	Vehicles	Computer	Electrical Equipments	Total
Gross Block									
As at April 01, 2021	20.90	170.87	539.28	1.91	0.38	67.09	1.10	0.01	801.53
Addition	0.00	0.00	37.85	0.00	0.00	0.00	0.00	0.00	37.85
Deletion	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-
As at April 01, 2022	20.90	170.87	577.13	1.91	0.38	67.09	1.10	0.01	80,153.18
Addition	0.00	177.29	394.09	1.37	1.10	62.81	0.15	7.40	644.21
Deletion	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-
As at April 01, 2023	20.90	348.16	971.21	3.28	1.47	129.90	1.25	7.41	1,483.59
Addition	0.00	0.00	720.37	3.23	0.00	44.00	0.00	0.14	767.73
Deletion	0.00	0.00	-23.08	0.00	0.00	-60.38	0.00	0.00	(83.46)
As at April 01, 2024	20.90	348.16	1668.50	6.51	1.47	113.52	1.25	7.55	2,167.86
Addition	0.00	0.00	0.00	0.49	0.59	0.00	0.55	0.00	1.63
Deletion	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-
Depreciation									



As at April 01, 2021	8.52	76.24	395.53	1.15	0.36	53.93	1.04	0.00	536.78
for the year	0.00	5.41	35.54	0.28	0.00	5.74	0.00	0.00	46.98
Adjustments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-
As at April 01, 2022	8.52	81.65	431.07	1.43	0.36	59.67	1.05	0.00	583.75
for the year	0.00	10.12	53.47	0.23	0.02	4.44	0.03	0.22	68.52
Adjustments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-
As at April 01, 2023	8.52	91.77	484.54	1.65	0.38	64.11	1.07	0.22	652.28
for the year	0	11.04	73.37	0.67	0.14	11.55	0.11	0.71	97.59
Adjustments	0	0.00	-1.55	0	0	-51.65	0	0	(53.20)
As at April 01, 2024	8.52	102.81	556.36	2.32	0.52	24.00	1.19	0.94	696.66
for the period till 30.09.24	0	5.52	52.81	0.63	0.08	6.86	0.04	0.72	66.66
adjustments	0	0.00	0.00	0	0	0	0	0	
As at March 31, 2022	12.37	89.21	146.06	0.49	0.02	7.42	0.05	0.01	255.63
As at March 31, 2023	12.37	256.39	486.67	1.63	1.09	65.79	0.18	7.19	831.32
As at March 31, 2024	12.37	245.35	1,112.14	4.19	0.95	89.51	0.06	6.61	1,471.20
As at September 30, 2024	12.37	239.83	1,059.33	4.05	1.46	82.65	0.57	5.90	1,406.17

Notes: 1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company
2. The Company has not revalued its Property Plant & Equipment.



RESTATED SUMMARY STATEMENT OF CAPITAL WORK-IN-PROGRESS				
ANNEXURE-16				
(Rs. in Lakhs)				
Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Plant and Machinery (rolling)	1,349.09	-	-	-
Total	1,349.09	-	-	-
Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.				

Ageing schedule as at September 30, 2024					
Particulars	Amount in CWIP for a period of				Total
CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Process	1349.09	-	-	-	1349.09
Projects temporally suspended	-	-	-	-	-
Total					1,349.09

Ageing schedule as at March 31, 2024					
Particulars	Amount in CWIP for a period of				Total
CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Process	-	-	-	-	-
Projects temporally suspended	-	-	-	-	-
Total	-	-	-	-	-

Ageing schedule as at March 31, 2023					
Particulars	Amount in CWIP for a period of				Total
CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Process	-	-	-	-	-
Projects temporally suspended	-	-	-	-	-
Total	-	-	-	-	-

Ageing schedule as at March 31, 2022					
Particulars	Amount in CWIP for a period of				Total
CWIP	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Process	-	-	-	-	-
Projects temporally suspended	-	-	-	-	-
Total	-	-	-	-	-



RESTATED SUMMARY STATEMENT OF OTHER NON-CURRENT ASSETS				
ANNEXURE 17				
(Rs. in Lakhs)				
Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Security Deposits	107.58	106.64	105.64	131.47
FDR's	215.00	-	-	-
Preliminary expenses	-	-	1.74	3.48
Total	322.58	106.64	107.38	134.95
Note: The FDR of Rs. 2 crore is held as margin money for the term loan taken from Bank of Maharashtra.				
Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.				

RESTATED SUMMARY STATEMENT OF TRADE RECEIVABLES				
ANNEXURE 18				
(Rs. in Lakhs)				
Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good				
(i) Outstanding dues	1,864.44	833.42	1,125.80	600.29
(ii) Dues from Directors, Related Parties/Common Group Company, etc	-	-	-	-
Secured, considered good				
(i) Outstanding dues	-	-	-	-
(ii) Dues from Directors, Related Parties/Common Group Company, etc	-	-	-	-
Doubtful	-	-	-	-
Less: Provision for Doubtful Debts	-	-	-	-
Total	1,864.44	833.42	1,125.80	600.29

Ageing Schedule as on March 31, 2022						
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	274.23	326.06	-	-	-	600.29
(ii) Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables-considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables-considered doubtful	-	-	-	-	-	-
Sub- Total	274.23	326.06	-	-	-	600.29



Undue - considered good	-	-	-	-	-	-
Undue - considered doubtful	-	-	-	-	-	-
Provision for doubtful debts	-	-	-	-	-	-
TOTAL	274.23	326.06	-	-	-	600.29

Ageing Schedule as 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	1,113.09	12.71	-	-	-	1,125.80
(ii) Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables-considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables-considered doubtful	-	-	-	-	-	-
Sub- Total	1,113.09	12.71	-	-	-	1,125.80
Undue -considered good	-	-	-	-	-	-
Undue -considered doubtful	-	-	-	-	-	-
Provision for doubtful debts	-	-	-	-	-	-
TOTAL	1,113.09	12.71	-	-	-	1,125.80

Ageing Schedule as 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	775.50	54.78	3.14	-	-	833.42
(ii) Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables-considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables-considered doubtful	-	-	-	-	-	-
Sub - Total	775.50	54.78	3.14	-	-	833.42
Undue -considered good	-	-	-	-	-	-
Undue -considered doubtful	-	-	-	-	-	-
Provision for doubtful debts	-	-	-	-	-	-
TOTAL	775.50	54.78	3.14	-	-	833.42



Ageing Schedule as September 30, 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	1,679.35	183.10	-	-	-	1,862.45
(ii) Undisputed Trade receivables-considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables-considered good	-	1.99	-	-	-	1.99
(iv) Disputed Trade receivables-considered doubtful	-	-	-	-	-	-
Sub- Total	1,679.35	185.09	-	-	-	1,864.44
Undue -considered good	-	-	-	-	-	-
Undue -considered doubtful	-	-	-	-	-	-
Provision for Doubtful debts	-	-	-	-	-	-
Total	1,679.35	185.09	-	-	-	1,864.44

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.

RESTATED SUMMARY STATEMENT OF INVENTORIES				
ANNEXURE 19				
<i>(Rs. in Lakhs)</i>				
Particulars	As at September 30, 2024	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Raw Materials	1,642.77	1,866.00	292.88	125.12
Finished Goods	1,448.86	372.55	580.09	569.32
Stock-in-trade	213.51	10.90	5.48	28.92
Stores and spares	367.23	443.02	354.51	110.78
Total	3,672.37	2,692.47	1,232.96	834.15

Note: 1. The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.
2. Refer Significant Accounting Policy Note No. 2.5.



RESTATED SUMMARY STATEMENT OF CASH AND CASH EQUIVALENTS				
ANNEXURE 20				
(Rs. in Lakhs)				
Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Cash in Hand	5.55	0.26	31.86	31.04
Balances with Banks				
(i) In Current Accounts	11.74	46.43	-	0.25
(ii) In FDR *	-	2.00	2.00	-
Total	17.29	48.69	33.86	31.29
Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.				

RESTATED SUMMARY STATEMENT OF SHORT-TERM LOANS AND ADVANCES				
ANNEXURE 21				
(Rs. in Lakhs)				
Particulars	As at September 30, 2024	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
<i>Unsecured, considered good:</i>				
(i) Advances to Suppliers	80.75	367.76	29.46	16.71
(ii) Loan to Related Parties*	40.00	-	-	-
(iii) Advances to Others	-	0.08	-	59.21
Total	120.75	367.84	29.46	75.92
* Loan is given to Prayank Gupta & Sons HUF on 26.06.2024 i.e. prior to the date on which the Company is converted into Public Company amounting to Rs. 40 lakhs and it is received back on 10.01.2025.				
Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.				



RESTATED SUMMARY STATEMENT OF OTHER CURRENT ASSETS				
ANNEXURE 22				
(Rs. in Lakhs)				
Particulars	As at September 30, 2024	As at March 31 st , 2024	As at March 31 st , 2023	As at March 31 st , 2022
<i>Unsecured, considered good:</i>				
Balance with Indirect Tax /government authorities				
- Goods and Services Tax credit (earlier years)	10.40	10.40	19.20	10.40
- GST receivable	164.74	-	-	-
- GST u/s 130	2.30	-	-	-
- TDS/TCS	27.16	16.74	26.17	17.76
- Pre deposit against GST Appeal	3.23	1.94	1.94	1.94
- TCS extra paid	0.01	0.01	-	-
<i>Other Current Assets</i>				
Prepaid Expenses	2.73	3.73	-	0.99
Issue expenses for IPO	5.65	-	-	-
Interest accrued but not received	3.24	-	-	-
Other Receivable	-	0.13	0.05	110.83
Interest Receivable on security deposits	3.50	6.44	-	-
Total	222.96	39.40	47.36	141.92
Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.				

RESTATED SUMMARY STATEMENT OF REVENUE FROM OPERATIONS				
ANNEXURE 23				
(Rs. in Lakhs)				
Particulars	For the period 1.4.2024 to 30.09.2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
<i>Manufacturing</i>				
- sale of products manufactured	9,408.90	14,121.98	11,908.49	8,045.35
<i>Trading</i>				
- sale of Scrap	198.41	1,465.46	521.26	20.55
- sale of Ingot	945.60	1,216.35	-	30.08
Total	10,552.91	16,803.79	12,429.75	8,095.98
Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.				



RESTATED SUMMARY STATEMENT OF OTHER INCOME				
ANNEXURE 24				
<i>(Rs. in Lakhs)</i>				
Particulars	For the period 1.4.2024 to 30.09.2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Interest Income	3.86	6.80	0.05	5.57
Profit on disposal of Property, Plant and Equipment	-	4.43	-	-
Miscellaneous Income	-	-	0.00	-
Rebate & Discounts	-	-	-	27.90
Total	3.86	11.23	0.05	33.47

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.

RESTATED SUMMARY STATEMENT OF COST OF MATERIALS CONSUMED				
ANNEXURE 25				
<i>(Rs. in Lakhs)</i>				
Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Inventory at the beginning				
Raw Material	1,866.00	292.88	125.12	239.44
Stores and spares	443.02	354.51	110.78	888.00
	2,309.02	647.39	235.90	1,127.44
Add: Purchases				
	10,014.26	15,771.64	11,402.28	6,832.37
	10,014.26	15,771.64	11,402.28	6,832.37
less: Inventory at the end				
Raw Material	(1,642.77)	(1,866.00)	(292.88)	(125.12)
Stores and spares	(367.23)	(443.02)	(354.51)	(110.78)
	(2,010.00)	(2,309.02)	(647.39)	(235.90)
Total	10,313.28	14,110.01	10,990.79	7,723.91

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.



RESTATED SUMMARY STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS				
ANNEXURE 26				
<i>(Rs. in Lakhs)</i>				
Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Opening Stock				
Finished Goods	372.55	580.09	569.32	453.56
Stock- in - trade	10.90	5.48	28.92	58.83
(A)	383.45	585.57	598.25	512.39
Closing Stock				
Finished Goods	1,448.86	372.55	580.09	569.32
Stock- in - trade	213.51	10.90	5.48	28.92
(B)	1,662.37	383.45	585.57	598.25
Total (A-B)	(1,278.92)	202.13	12.67	(85.85)

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.

RESTATED SUMMARY STATEMENT OF EMPLOYEE BENEFIT EXPENSES				
ANNEXURE 27				
<i>(Rs. in Lakhs)</i>				
Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Director's Remuneration	-	1.80	4.00	12.00
Salary to Staff	4.71	3.91	5.28	64.11
Contribution to provident and other funds	0.24	0.17	0.24	0.64
Bonus	0.60	0.57	-	0.43
Labour Welfare Fund	0.02	0.02	0.04	-
Conveyance Allowance	-	0.08	0.63	2.58
Gratuity	0.53	(1.51)	(3.96)	6.87
Leave with Wages	-	0.37	-	0.07
Wages	25.96	29.10	57.27	81.99
E.S.I.	0.29	0.34	0.46	0.35
Total	32.35	34.86	63.95	169.05

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.



RESTATED SUMMARY STATEMENT OF FINANCE COSTS				
ANNEXURE 28				
<i>(Rs. in Lakhs)</i>				
Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Bank charges	0.49	13.11	9.13	2.03
Interest expense on				
(i) Bank	12.84	33.25	21.72	54.66
(ii) Cash Credit Limits	61.91	93.87	76.36	
(iii) Unsecured Loans				18.31
Total	75.24	140.24	107.21	75.00

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.

RESTATED SUMMARY STATEMENT OF DEPRECIATION AND AMORTIZATION EXPENSE				
ANNEXURE 29				
<i>(Rs. in Lakhs)</i>				
Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Depreciation on property, plant and equipment	66.66	97.59	68.52	46.98
Total	66.66	97.59	68.52	46.98

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.

RESTATED SUMMARY STATEMENT OF OTHER EXPENSES				
ANNEXURE 30				
<i>(Rs. in Lakhs)</i>				
Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
MANUFACTURING EXPENSES:				
Electricity Expenses	719.55	1,370.04	845.67	727.43
Freight Inward	-	0.02	0.22	4.03
Repair and Maintenance of Machinery	9.12	12.11	11.27	17.46
OTHER EXPENSES:				
Auditor's Remuneration	1.25	3.75	2.00	1.75
Preliminary Expenses written off	-	1.74	1.74	1.74



Commission	-	6.40	6.63	13.19
TDS interest	0.02	-	-	-
AMC	0.63	-	-	-
Car expenses	-	-	1.20	0.65
Consultancy Charges	-	-	0.30	0.29
Professional and Legal Expenses	3.28	1.52	1.14	0.09
Computer and software expenses	-	0.03	0.08	-
GST late fee and interest	0.47	-	0.87	-
Discount and Rebates	24.89	32.94	3.99	-
Conveyance expenses	-	0.31	0.39	-
Repair and Maintenance	-	0.98	-	6.14
Fee and Taxes	6.63	0.07	0.08	0.65
Insurance Charges	3.01	1.09	2.37	2.03
Miscellaneous Expenses	0.81	1.92	1.90	0.89
Transportation	7.28	9.94	5.96	20.55
Loss on sale of Fixed Assets	-	1.03	-	-
Vehicles Running and Maintenance	-	-	-	0.48
Total	776.94	1,443.87	885.81	797.38

Auditor's Remuneration as follows:				
Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Statutory Audit	1.25	3.50	1.50	1.25
Tax Audit	-	-	-	-
Cost Audit	-	0.25	0.50	0.50
Total	1.25	3.75	2.00	1.75

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4. Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.

RESTATED SUMMARY STATEMENT OF EARNINGS PER SHARE				
ANNEXURE 31				
<i>(Rs. in Lakhs)</i>				
Particulars	For the period ended September 30, 2024	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Net profit after tax attributable to shareholders	419.54	658.77	289.15	(597.01)
Weighted average number of equity shares outstanding during the year	4966140	2423712	2402700	2402700
Nominal value per share	10	10.00	10.00	10.00



Basic earning per share	8.45	27.18	12.03	(24.85)
Diluted earning per share	8.45	27.18	12.03	(24.85)

Note: The above statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4, Restated Summary Statement of Notes to Restated Summary Statements of the Company in Annexure 5 and the Restated Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per audited Financial Statements in Annexure 6.

RESTATED SUMMARY STATEMENT OF RELATED PARTY TRANSACTIONS	
ANNEXURE 32	
Information on Related Party Transactions as required by AS 18 - 'Related Party Disclosures'	
1. Description of Related parties	
a) Key Managerial personnel (KMP)	
Name	Designation
Mr. Mahesh Gupta*	Chairman & Whole Time Director of the Company
Mr. Prayank Gupta **	Managing Director of the Company
Mrs. Khushboo Gupta**	Director of the Company
Mr. Siddharth Bedi ***	Director of the Company
Mr. Siddhant Singh Bedi ***	Director of the Company
Ms. Neha Bedi	Director of the Company
Mr. Dishant Khanna#	Company Secretary and Compliance Officer of the Company
Mr. Abhishek Sehgal##	Chief Financial Officer of the Company

*Appointed on March 22, 2024

**Appointed on July 07, 2022

***Resigned on August 01, 2022

Note: Neha Bedi is appointed on July 07, 2022 and resigned on August 01, 2022

Appointed on August 19, 2024

Appointed on December 13, 2024

b) Relatives of Key Management Personnels / Directors

Name	Relation
Mrs. Sarita Gupta	Wife of Mr. Mahesh Gupta

c) Enterprises significantly influenced / controlled by KMPs/ Directors and their relatives

Name	Relation
K.K. Alloys (Unit-1 & 2)	Partnership firm having directors as partners
Prayank Gupta & Sons HUF	HUF of Mr. Prayank Gupta



2. Details of Related Party Transactions during the year

Name of related party & Nature of relationship	Nature of Transactions	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Key Management Personnels (KMPs)/ Directors					
Mr. Prayank Gupta	Directors Renumeration	-	1.80		-
	Loan Taken	10.67	-	0.10	-
	Loan Repaid	-	0.10		-
Ms. Neha Bedi	Loan repaid	-	24.42	-	30.00
Mr. Siddharath Bedi	Loan Taken	-	-	77.49	56.00
	Loan Repaid	-	79.27	63.50	62.00
Mr. Siddhant Singh Bedi	Loan Taken	-	-	-	7.00
	Loan repaid	-	19.77	-	2.50
	Directors Renumeration	-	-	4.00	12.00
Mrs. Khushboo Gupta	Loan Taken	-	2.00	-	-
Mr. Mahesh Gupta	Loan Taken	-	277.90	-	-
	Loan repaid	-	267.90	-	-
Relatives of Key Management Personnels / Directors					
Prayank Gupta & Sons HUF	Loan Given	40.00	-	-	-
Mrs. Sarita Gupta	Loan Taken	-	19.89	-	-
Enterprises significantly influenced / controlled by KMPs/ Directors and their relatives					
K.K. Alloys (Unit 1& Unit 2)	Sales	204.58	997.12	621.66	-
	Purchases	267.18	1,523.37	1,223.63	-

3. Closing balance at the end of the year

Name of related party & Nature of relationship	Nature of Transactions	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Key Managerial Personnels (KMPs)/ Directors					
Mr. Siddharth Bedi	Loan Taken	-	-	79.27	65.28
Mr. Siddhant Singh Bedi	Loan Taken	-	-	19.77	19.77
Ms. Neha Bedi	Loan Taken	-	-	24.42	24.42
Mr. Prayank Gupta	Loan Taken	10.67	0.00	0.10	-
Mrs. Khushboo Gupta	Loan Taken	2.00	2.00	-	-
Mr. Mahesh Gupta	Loan Taken	10.00	10.00	-	-
Prayank Gupta & Sons HUF *	Loan Given	40.00		-	-
Mrs. Sarita Gupta	Loan Taken	19.89	19.89	-	-

* Loan is given to Prayank Gupta & Sons HUF before the Company is converted into Public Company amounting to Rs. 40 lakhs and it is received back on 10.01.2025.



RESTATED SUMMARY OF RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES			
ANNEXURE 33			
<i>(Rs. in Lakhs)</i>			
Particulars	As at March 31, 2024	Net Cash Flows	As at September 30, 2024
Non-current borrowings	201.23	298.44	499.67
Current borrowings	1,107.84	582.25	1,690.09
Total Liabilities from financing activities	1,309.07	880.69	2,189.77
Particulars	As at April 1, 2023	Net Cash Flows	As at March 31, 2024
Non-current borrowings	381.57	(180.34)	201.23
Current borrowings	1,124.26	(16.42)	1,107.84
Total liabilities from financing activities	1,505.83	(196.76)	1,309.07
Particulars	As at April 1, 2022	Net Cash Flows	As at March 31, 2023
Non-current borrowings	127.47	254.10	381.57
Current borrowings	822.23	302.03	1,124.26
Total liabilities from financing activities	949.70	556.13	1,505.83
Particulars	As at April 1, 2021	Net Cash Flows	As at March 31, 2022
Non-current borrowings	277.75	(150.28)	127.47
Current borrowings	760.55	61.68	822.23
Total liabilities from financing activities	1038.30	-88.60	949.70



RESTATED SUMMARY STATEMENT OF FINANCIAL RATIOS					
ANNEXURE 34					
(Rs. in Lakhs)					
Particulars	Methodology	For the Period /Year ended			
		September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
1	Current Ratio				
	Current Ratio = Current Assets/Current Liabilities	0.93	1.09	0.87	0.81
	% change from previous year	N.A.	25.73	6.35	N.A.
	Reason for more than 25% change in the ratio from previous year	-	Due to increase in inventory and decrease in trade payables	-	-
2	Debt-Equity Ratio				
	Debt-Equity Ratio = Total Debt/Net Worth	1.05	0.79	9.80	-7.01
	% change from previous year	N.A.	-91.98%	239.74%	N.A.
	Reason for more than 25% change in the ratio from previous year	-	Due to decrease in total debt and increase in share capital	The company Total Equity/ Net Worth turned positive in Fiscal 2023 as compared to Negative in Fiscal 2022.	-
3	Debt Service Coverage Ratio				
	Debt Service Coverage Ratio = EBIT/Net Debt	0.30	0.74	0.28	-0.57
	% change from previous year	N.A.	165.19%	148.77%	N.A.



	Reason for more than 25% change in the ratio from previous year	-	EBIT increased 127.07% and Net debt decreased 14.37% between Fiscal 2024 and 2023, owing to increase in revenue, operational efficiency and reduction of total debt.	EBIT increased 178.17% and Net debt increased 60.27% between Fiscal 2023 and Fiscal 2022, as the Company returned to profitability after booking loss in the previous year. The company resorted to take more borrowing for operational need which resulted in increase in total borrowing.	-
4	Return on Equity Ratio				
	Return on Equity Ratio= Profit after tax/Average Net worth*100	0.22	0.72	31.70	(1.85)
	% change from previous year	N.A.	-97.72%	N.A.	N.A.
	Reason for more than 25% change in the ratio from previous year	-	Decrease in Return in equity is owing to expanding capital base due to increase in profitability and issuance of equity share.	The Company had negative net worth in Fiscal 2022 and had booked loss. On calculating return on equity, mathematically it is coming positive which is giving wrong picture of the state of the affair of the Company. Hence, it is not correct to compare ratio between Fiscal 2023 and Fiscal 2022.	-
5	Inventory turnover ratio				
	Inventory turnover ratio= Net sales/ Average Inventory	3.32	8.56	12.03	6.54



	% change from previous year	N.A.	-28.81%	83.75%	N.A.
	Reason for more than 25% change in the ratio from previous year	-	Average Inventory increased 89.90% and Revenue from Operations increased 35.19% between Fiscal 2024 and Fiscal 2023. The Company had to maintain higher inventory to counter price fluctuation and cater market demand.	Average Inventory decreased 16.45% and Revenue from Operations increased 53.53% between Fiscal 2023 and Fiscal 2022.	-
6	Trade receivables turnover ratio				
	Trade receivables turnover ratio= Net sales/Average Trade receivable	7.82	17.15	14.40	16.33
	% change from previous year	N.A.	19.10%	-11.80%	N.A.
	Reason for more than 25% change in the ratio from previous year	-	-	-	-
7	Trade Payables turnover ratio				
	Trade Payables turnover ratio= Total Consumption /Average Trade Payable	3.40	8.66	9.39	9.10
	% change from previous year	N.A.	-7.77%	3.20%	N.A.
	Reason for more than 25% change in the ratio from previous year	-	-	-	-
8	Net capital turnover ratio				
	Net capital turnover ratio= Net sales/Net worth	5.06	10.08	80.87	-59.77
	% change from previous year	N.A.	-87.54%	N.A.	N.A.



	Reason for more than 25% change in the ratio from previous year	-	Net Worth increased 984.55% owing to increase in profit and issuance of fresh Equity Shares and revenue from operations increased 35.19% between Fiscal 2024 and Fiscal 2023.	The Company had negative net worth in Fiscal 2022 and due to which net capital turnover ration cannot be calculated. Hence, it is not correct to compare ration between Fiscal 2023 and Fiscal 2022.	-
9	Net Profit Ratio				
	Net Profit Ratio= Profit after tax/Net sales*100	3.98%	3.92%	2.33%	(7.37%)
	% change from previous year	N.A.	68.53%	131.55%	N.A.
	Reason for more than 25% change in the ratio from previous year	-	Due to Operational efficiency.	The Company posted profit as against loss in the previous Fiscal.	-
10	Return on capital employed				
	Return on capital employed= EBIT/Average capital employed*100	17.83%	39.98%	32.99%	-39.64%
	% change from previous year	N.A.	21.17%	183.22%	N.A.
	Reason for more than 25% change in the ratio from previous year	-	-	EBIT turned positive in Fiscal 2023 as compared to negative in Fiscal 2022, resulted in increase in return in capital employed	-
11	Return on investment				
	Return on investment= (Interest income, net gain on sale of investments and net fair value gain over average investments)/Average investment*100	Not Applicable	Not Applicable	Not Applicable	Not Applicable



*In Fiscal 2022 the Company Net Worth/ Shareholder Fuld was negative. Hence, Return on Equity and Net Capital Turnover Ration are not applicable.
<u>Notes</u>
EBIT - Earnings before interest and taxes
EBITDA - Earnings before interest, taxes, depreciation and amortisation.
PAT - Profit after taxes.
Debt includes current and non-current borrowings
Net worth includes Shareholder capital and reserve and surplus
Net sales means revenue from operations
Capital employed refers to total shareholders' equity and debt.



RESTATED SUMMARY STATEMENT OTHER FINANCIAL INFORMATION				
ANNEXURE 35				
(Rs. in Lakhs)				
Particulars	As at			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Restated PAT as per P& L Account	419.54	658.77	289.15	(597.01)
Actual Number of Equity Shares outstanding at the end of the period	49,66,140	16,55,380	8,00,900	8,00,900
Weighted Average Number of Equity Shares at the end of the Period (Note -2)	49,66,140	24,23,712	24,02,700	24,02,700
Net Worth	2086.49	1666.95	153.70	-135.45
Current Assets	5,897.81	3,981.82	2,469.44	1,683.57
Current Liabilities	6346.22	3656.51	2851.08	2067.17
Earnings per Share	8.45	27.18	12.03	(24.85)
EBIDTA	709.26	1012.92	476.53	-508.50
Return on Net Worth (%)	20.11%	39.52%	188.13%	N.A. **
Net Asset Value Per Share (Rs)	42.01	68.78	6.40	(5.64)
Current Ratio	0.93	1.09	0.87	0.81
Nominal Value per Equity share after Share split (Rs.)	10.00	10.00	10.00	10.00
* The Company does not have any diluted potential Equity Shares. Consequently, the basic and diluted profit/earning per share of the company remain the same.				
** In Fiscal 2022, the Company had Negative Net Worth, hence, Return on New Worth cannot be calculated.				
Notes:				
1) The ratios have been calculated as below:				
a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year.				
b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year.				
c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100				
d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.				
2) Weighted Average Number of equity shares is the number of equity shares outstanding at the end of the period.				
3) Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.				
4) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) - Fictitious Assets				
5) The figures disclosed above are based on the Restated Financial Statements of the Company.				



RESTATED SUMMARY STATEMENT OF EMPLOYMENT BENEFIT OBLIGATIONS				
ANNEXURE 36				
(Rs. in Lakhs)				
Particulars	As at September 30,2024			
	Current	Non-Current	Total	
Gratuity				
Present value of defined benefit obligation	0.25	0.69	0.94	
Total employee benefit obligations	0.25	0.69	0.94	
Particulars	As at March 31, 2024			
	Current	Non-Current	Total	
Gratuity				
Present value of defined benefit obligation	0.13	0.27	0.41	
Total employee benefit obligations	0.13	0.27	0.41	
Particulars	As at March 31, 2023			
	Current	Non-Current	Total	
Gratuity				
Present value of defined benefit obligation	0.16	1.77	1.93	
Total employee benefit obligations	0.16	1.77	1.93	
Particulars	As at March 31, 2022			
	Current	Non-Current	Total	
Gratuity				
Present value of defined benefit obligation	0.23	6.65	6.87	
Total employee benefit obligations	0.23	6.65	6.87	
(a) Defined Benefit Plans				
Gratuity				
The Company operates a defined benefit gratuity plan for its employees. The gratuity scheme provides for lump sum payment to vested employees at retirement/death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of 6 months subject to a limit of INR 20.00 lakhs.				
i) Movement of defined benefit obligation:				
The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:				
Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Opening defined benefit obligation (A)	0.41	1.93	6.87	2.03
Service Cost	0.15	0.69	1.69	4.70



Interest cost	0.01	0.14	0.51	0.15
Expected return on plan assets		-	-	-
Actuarial (Gains)/Losses	0.37	(2.34)	(7.15)	-
Benefits paid		-	-	-
Total amount recognised in profit or loss (B)	0.53	(1.51)	(4.95)	4.85
Closing defined benefit obligation (A+B)	0.94	0.41	1.93	6.87
ii) Movement of Fair Value of Plan Assets				
Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Fair value of Plan Assets at the beginning of the period	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Acquisition/Business Combination/Divestiture	-	-	-	-
Assets extinguished on Settlements/Curtailments	-	-	-	-
Actual Company Contributions	-	-	-	-
Actual Plan Participants' Contributions	-	-	-	-
Changes in Foreign Currency Exchange Rates	-	-	-	-
Actuarial Gains/(Losses)	-	-	-	-
Benefit Paid	-	-	-	-
Fair value of Plan Assets at the end of the period	-	-	-	-
3) Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.				
4) Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) - Fictitious Assets				
5) The figures disclosed above are based on the Restated Financial Statements of the Company.				



iii) Principal assumptions used in determining gratuity obligations for the Company's plan are shown below:

Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Discount Rate	6.82%	7.09%	7.30%	7.40%
Salary Growth Rate	5.00%	5.00%	5.00%	5.00%
Expected Rate of Return on Plan Assets	n/a	n/a	n/a	n/a
Normal Age of Retirement	60 years	60 years	60 years	60 years
Withdrawal Rate	10.00%	10.00%	10.00%	10.00%
Mortality Table	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate

Notes:

(1) The discount rate is based on the prevailing market yield of Indian Government Securities as at Balance Sheet date for the estimated term of obligation.

"(2) The estimate of future salary increase considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market."

iv) Asset Category

Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Cash (including Special Deposits)	0%	0%	0%	0%
Other (including assets under Schemes of Insurance)	0%	0%	0%	0%
Government of India Securities (Central and State)	0%	0%	0%	0%
High quality corporate bonds (including Public Sector Bonds)	0%	0%	0%	0%
Equity shares of listed companies	0%	0%	0%	0%
Real Estate / Property	0%	0%	0%	0%
Total	0%	0%	0%	0%

(v) Actual Return on Plan Assets

Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
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Expected Return on Plan Assets	-	-	-	-
Actuarial Gains/(Losses) on Plan Assets	-	-	-	-
Total	-	-	-	-

(vi) Expected Contributions

Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Expected Contributions for the Next Financial Year	-	-	-	-

(vii) Sensitivity Analysis

The sensitivity of the defined benefit obligation (DBO) to changes in the weighted principal assumptions is

Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Experience Adjustments on Plan Assets	-	-	-	-
(Gains)/losses due to change in Assumptions	0.02	0.01	0.01	-
Experience (Gains)/Losses on DBO	0.35	(2.35)	(7.16)	-
Total Actuarial (Gain)/Loss on DBO	0.37	(2.34)	(7.15)	-

RESTATED SUMMARY STATEMENT OF CAPITALISATION STATEMENT

ANNEXURE 37

(Rs. In Lakhs)

Particulars	Pre-issue (as at September 30, 2024)	Post - Issue
Borrowings:		
Short-term borrowings	1,511.79	1,511.79
Current maturities of long-term borrowings	178.31	178.31
Long-term borrowings (A)	499.67	499.67
Total borrowings (B)	2,189.77	2,189.77
Shareholder's fund (Net worth)		
Share capital	496.61	-
Reserves and surplus	1,589.88	-
Total shareholder's fund (Net worth) (C)	2,086.49	-
Long-term borrowings/shareholder's fund (Net worth) ratio (A/C)	0.24	-
Total borrowings/shareholder's fund (Net worth) ratio (B/C)	1.05	-

Notes:

1. Short-term borrowings are debts which are due for repayment within 12 months from reporting period ended 30 September 2024.



2. Long-term borrowings

are considered as borrowing other than short-term borrowing.

3. The amounts disclosed above are based on the Restated Summary Statements.

* These amounts (as adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.

Note: The above Statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4, Restated Summary Statement of Notes to Restated Summary Statements in Annexure 5 and the Restated Summary Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per Audited Financial Statements in Annexure 6.



RESTATED SUMMARY STATEMENT OF FINANCIAL INDEBTEDNESS								
ANNEXURE 38								
(Rs. In Lakhs)								
Particulars	Type of Loan	Whether Secured?	Security	Rate of Interest	Sanctioned Amount	Repayment schedule	Purpose	As at September 30,2024
Long Term Borrowings								
CSB Bank	Term loan	yes	hypothecation over stock, book debts and movable assets	repo 6.50% + Mark up 1.49% + Risk premium 2.01% i.e. 10% p.a	250.00	Monthly Instalment of Rs.6,57,098/-	Purchase of Machinery	219.00
Maharashtra Bank	Term loan	yes	hypothecation over Plant & Machinery	RLLR 9.30% + BSS 0.50% + Concession 1.45-0.50% i.e. @ 10.75 % to p.a.	700.00	Principal is to be repaid in equally 81 Monthly instalments of Rs 864200/~ plus interest. Interest to be paid as and when applied during moratorium period	Set up of Rolling Mill	405.65
Unsecured loan from directors	Unsecured loan	no	-	-	-	-	-	42.56
Short Term Borrowings								
CSB Bank	c/c limit	yes	hypothecation over stock, book debts and movable assets	repo 6.50% + Mark up 1.49% + Risk premium 2.01% i.e. 10% p.a	1700.00	On Demand	Working Capital	1511.79
CSB Bank	Working capital loan	yes	hypothecation over stock, book debts and movable assets	repo 6.50% + Mark up 1.49% + Risk premium 2.01% i.e. 10% p.a	32.00	Monthly Instalment of Rs.3,36,354/-	Working Capital Term Loan (GECL)	10.77
Notes:								
1. The figures disclosed above are based on the Restated Summary Statement of Assets and Liabilities of the Company								
2. The above Statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4, Restated Summary Statement of Notes to Restated Summary Statements in Annexure 5 and the Restated Summary Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per Audited Financial Statements in Annexure 6.								



RESTATED SUMMARY STATEMENT OF DIVIDEND				
ANNEXURE 39				
(Rs. In Lakhs)				
Particulars	As at			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Share capital				
Equity Share Capital	496.61	165.54	80.09	80.09
Dividend on equity shares	NIL			
Dividend in %				
Interim Dividend				
Note: The above Statement should be read with the Restated Summary Statement of Significant Accounting Policies in Annexure 4, Restated Summary Statement of Notes to Restated Summary Statements in Annexure 5 and the Restated Summary Statement of Reconciliation of Restated Profit/ (Loss) to Profit/ (Loss) as per Audited Financial Statements in Annexure 6.				

RESTATED SUMMARY STATEMENT OF TAX SHELTER				
ANNEXURE 40				
(Rs. in Lakhs)				
Particulars	For the Period Ended September 30, 2024	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
	Profit before tax, as restated (A)	571.23	786.32	300.85
Tax rate (%) (B)	25.17%	25.17%	25.17%	25.17%
Tax expense at nominal rate [C= (A*B)]	143.78	197.92	75.72	(150.27)
Adjustments				
Permanent differences				
Other Expenses	-	-	-	-
Adjustment on account of Section 36 & 37 under Income tax Act, 1961	-	(0.21)	-	-
Bad debts Written off	-	-	-	-
Long term Capital gain on sale of investments	-	-	-	-
Addition under section 28 to 44DA	-	-	0.92	-
Total permanent differences (D)	-	(0.21)	0.92	-
Timing differences				
Depreciation difference as per books and as per tax	(31.42)	(87.82)	(24.67)	14.52
Adjustment on account of Section 43B under Income tax Act, 1961	-	(0.09)	-	-
Adjustment on account of Section 28 to 44 DA Income tax Act, 1961	-	-	-	-



other Additions				
Provision for gratuity	0.94	0.41	1.93	6.87
Brought Forward Losses	-	-	-	-
Total timing differences (E)	(31.42)	(87.49)	(22.74)	21.39
Deduction under Chapter VI-A (F)	-	-	-	-
Net adjustments(G)=(D+E+F)	539.80	698.62	279.02	(575.62)
Brought Forward Loss (ab)	-	336.58	274.53	-
Brought Forward Loss (Utilisation)(ac)	-	336.58	274.53	-
Carried Forward Loss	-	-	336.58	609.18
Net Adjustment After Loss Utilisation (H)= (G)+(ac)	539.80	362.04	4.49	-
Tax expenses (Normal Tax Liability) (derived)	135.87	91.13	1.13	-
Minimum Alternate Tax (MAT)				
Income as per MAT **	539.80	698.62	279.02	(575.62)
Less :- Business Loss or Unabsorbed Depre w.e. Lower	0	(336.58)	(274.53)	
Net Income as per MAT	539.80	362.04	4.49	(575.62)
Tax as per MAT	92.63	62.13	-	-
Tax Expenses= MAT or Normal Provision of Income Tax w.e. is higher	135.87	91.13	1.13	-
Tax paid as per "MAT" or "Normal" provision	Normal	Normal	Normal	Normal
Notes:				
1. The above statement is in accordance with Accounting Standard - 22, "Accounting for Taxes on Income" prescribed under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014 (as amended).				
2. The permanent/timing differences for the years 31 March, 2022, 2023 and 2024 have been computed based on the Income-tax returns filed for the respective years after giving adjustments to restatements, if any.				
3. Statutory tax rate includes applicable surcharge, education cess and higher education cess of the year concerned.				
4. The above statement should be read with the Statement of Notes to the Financial Information of the Company.				



RESTATED SUMMARY STATEMENT OF ADDITIONAL REGULATORY REQUIREMENTS

ANNEXURE- 41

(i) The Company have no immovable property whose title deeds are not held in the name of the company.

(ii) The company has not revalued its Property, Plant and Equipment during the reporting years.

(iii) Loans and advances in the nature of loans that are granted to Promoters, Directors, KMP's and the Related parties :-

There are no Loans and Advances in the nature of loans that are granted to promoters, directors, KMP's and the related parties either severally or jointly with any other person, that are repayable on demand.

(iv) The details of Capital- Work- In- Progress (CWIP) as on 30th September, 2024 are as follows:-

Particulars	Amount in CWIP for a period of				Total
	CWIP	Less than 1 year	1-2 years	2-3 years	
Projects in Process	1,349.09	-	-	-	1349.09
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	1,349.09

(v) There is no Intangible Assets under development during the period under consideration.

(vi) There are no proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988(45 of 1988).

v) The Company has made borrowing from the banks or financial institutions on the basis of security of current assets and the periodical statement of current assets are not required to be filed by the Company with any of the banks or financial institutions.

(vi) The Company is not declared as wilful defaulter by any bank or financial institution or other lender.

(vii) The Company has not entered into any transactions with companies struck off u/s 248 of The Companies Act, 2013.

(viii) The Company do not have any charge to be registered with Registrar of Companies beyond the statutory period.

(ix) The Company has no subsidiaries with any layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(x) No scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

(xi) Utilisation of Borrowed funds and share premium:

A. The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

i) 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

ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

B. The Company has 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:



- i) 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 Beneficiaries) or
ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(xii) The Company has not traded or invested in Crypto currency or Virtual Currency during the period/financial year.

(xiii) There are no transactions that were not recorded in the books of account, and which has been surrendered or disclosed as income during the period/year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). There is no previously unrecorded income and related assets have been recorded in the books of account during the period/year.

For M/s Jain Mittal Chaudhary & Associates

Chartered Accountants

ICAI Firm Registration Number: 015140N

Peer Review No.: 017045

Sd/-

CA Sanjeev Jain

Partner

Membership Number: 500771

Place: Doraha, Punjab

Date: March 24, 2025

UDIN: 25500771BMGHAF4517

**For and on behalf of
BEDI STEELS LIMITED**

Sd/-

PRAYANK GUPTA

Managing Director

DIN: 08737832

Sd/-

ABHISHEK SEHGAL

Chief Financial Officer

M. No.: ACA 577789

Sd/-

MAHESH GUPTA

Chairman and Whole Time Director

DIN: 02243602

Sd/-

DISHANT KHANNA

Company Secretary and

Compliance Officer

M. No. Dishant - ACS 74527



FINANCIAL INDEBTEDNESS

Our Company has availed borrowings in the ordinary course of our business. Set forth below is a brief summary of our aggregate outstanding borrowings as on March 24, 2025.

Particulars	Type of Loan	Whether Secured ?	Security	Rate of Interest	Sanctioned Amount (Rs. in Lakhs)	Repayment schedule (in Rs.)	Purpose	Outstanding amount as at March 24, 2025 (Rs. in Lakhs)
Long Term Borrowings								
CSB Bank	Term loan	Yes	Refer Note 1	10.00%	250.00	Monthly Instalment of Rs. 6,57,098/-	Purchase of Machinery	195.91
Maharashtra Bank	Term loan	Yes	Refer Note 2	10.75%	700.00	Principal is to be repaid in equally 81 Monthly instalments of Rs. 864200/- plus interest. Interest to be paid as and when applied during moratorium period	Set up of Rolling Mill	657.27
Aditya Birla Finance Ltd	Term loan	No	Refer Note 3	15.50%	48.00	Monthly Instalment of Rs.2,25,893/-	Business Loan	48.00
Godrej Finance Ltd	Term loan	No	Refer Note 4	16.00%	39.47	Monthly Instalment of Rs.1,38,765/-	Business Loan	39.47
IDFC First Bank Ltd	Term loan	No	Refer Note 5	15.50%	49.35	Monthly Instalment of Rs.1,72,284/-	Business Loan	49.35
Kotak Mahindra Bank Ltd	Term loan	No	Refer Note 6	15.00%	49.90	Monthly Instalment of Rs.1,74,082/-	Business Loan	49.90
L&T Finance Ltd	Term loan	No	Refer Note 7	15.60%	50.30	Monthly Instalment of Rs.1,75,849/-	Business Loan	50.30
SMFG India Credit Co Ltd	Term loan	No	Refer Note 8	15.25%	50.11	Monthly Instalment of Rs.1,74,319/-	Personal Loan	50.11
TATA Capital Ltd	Term loan	No	Refer Note 9	15.25%	50.25	Monthly Instalment of Rs.1,74,806/-	Business Loan	50.25
Yes Bank	Term loan	No	Refer Note 10	15.00%	50.00	Monthly Instalment of Rs.2,00,893/-	Business Loan	50.00



Poonawala Finance Corp Ltd	Term loan	No	Refer Note 11	16.00	40.58	Monthly Instalment of Rs.1,42,676/-	Business Loan	40.58
IIFL Finance Limited	Term Loan	No	Refer Note 12	15.50%	50.62	Monthly Instalment of Rs. 1,76,715/-	Business Loan	50.62
Unsecured loan from directors	Unsecured loan	No				On Demand		-
Total								1331.76
Short Term Borrowings								
CSB Bank	c/c limit	Yes	Refer Note 1	10.00%	1,900.00	On Demand	Working Capital	1627.90
CSB Bank	Working capital loan	Yes	Refer Note 1	10.00%	32.00	Monthly Instalment of Rs.3,36,354/-	Working Capital Term Loan (GECL)	-
Total								1627.90

Note 1: Important terms of loans from CSB Bank vide sanction letter dated January 16, 2025 bearing Ref. No. ZCH / ECC# 2/61/2024-25/ CATMUM/459.

A. Sanction of fresh credit facilities as follows:

1.	Nature of facility	Cash Credit
	Amount	Rs. 19,00,00,000/- (in figures) Rupees Nineteen Crores Only (in words)
	Remarks	Renewal of CC of Rs.17 cr with enhancement of Rs. 2 Cr
	Purpose	For meeting Working capital requirement.
	Tenor	12 months
	Margin	Stock-25% & Debtors upto 90 days-25%
	Rate of interest (% p.a.)*	Repo- 6.50% + Mark Up- 1.26%+Risk Premium-2.24%=10.00%
2.	Nature of facility:	WCTL
	Amount	Rs. 4,00,000/- (in figures) Rupees Four Lakhs Only (in words)
	Remarks:	Renewal of WCTL at existing level (initial amt. - Rs.0.32Cr)



	instalment:	instalment of Rs. 0.04 Cr
	Tenor:	1M (Residual Tenor, initial Tenor 10M)
	Rate of interest (% p.a.)*	Repo- 6.50%+Mark Up-1.26%+Risk Premium-2.24%=10.00%
3.	Nature of facility:	Term Loan
	Amount	Rs.2,10,00,000/- (in figures) Rupees Two Crores Ten Lakhs Only (in words)
	Remarks:	Review of Term Loan at existing level (initial amt Rs. 2.50 Cr)
	Margin	NA
	Tenor:	39M (Residual Tenor; initial Tenor - 47M)
	Rate of interest (% p.a.)*	Repo- 6.50%+Mark Up-1.26%+Risk Premium-2.24%)=10.00%
4.	Nature of facility:	Performance / Financial Bank Guarantee
	Amount	Rs. 80,00,000/- (in figures) Rupees Eighty Lakhs Only (in words)
	Remarks:	Fresh
	commission*	1%
	Margin	NA
	Specific conditions for PBG	<ul style="list-style-type: none"> . BG Tenor shall be 36 Months inclusive of Claim Period. . BG shall be issued in favour of Think Gas Ludhiana Pvt. Ltd. .BG Shall not be issued in favour of Group companies. . Confirmation from TBG team to be taken prior to opening of BG limit

* Rate of interest is floating in nature, bench marked to RBI Repo rate. The interest rates under external benchmark shall be reset at least once in three months. If there is no change in the external benchmark rate, i.e., repo rate, the rate of interest will continue at the same rate. Credit risk premium added to the relevant repo rate will be changed only when borrower's credit risk assessment undergoes substantial change as agreed upon in the loan contract. Business risk spread (mark-up) shall be subject to revision once in a quarter by the bank. However, the business strategy spread (mark-up) fixed on the date of sanction/ renewal will remain constant for a period of next three years.



B. Security:

(i) Primary Security

Hypothecation of entire Stock & Book debts and Movable Assets inc. P&M (except specific finance by other FIs) both present & future on exclusive basis.

(ii) Collateral Security

Sr. No.	Nature of property	Extension	Address	Value (Rs. in Crores)	Coverage (%)	possession	Whether security is also charged to other lenders
1.	Self-Occupied Industrial Property & Bedi Steels Limited (Formerly known as Bedi Steels Private Limited).	13,750 Sq. Yds.	Ward Na.13, Oswal Mills Road, Village Doraha, G.T. Road, Ludhiana, Punjab	9.56 Cr.	43.57	Self-occupied	No, Exclusive with CSB

* Overall Collateral Coverage of minimum 45.21% (Inc. proposed BG margin @15% and RD already lien marked).

(iii) Other Comforts:

Lien marked RD of Rs.3L/mthly for 3 yrs created by the borrower.

BG Margin in form of lien marked FDR @15%.

Guarantors:

Name of the person/entity	Designation	PAN
Mr. Prayank Gupta	Promoter and Managing Director	AHZPG7679K
Mr. Mahesh Gupta	Promoter, Chairman and Whole Time Director	ABHPG9114B
Mrs. Khushboo Gupta	Promoter and Director	AUPPG0219G
Mrs. Sarita Gupta	Promoter	ADCPG4528L
M/s. K K Alloys	Group Entity	AATFK6316Q

Note 2: Important terms of loans from Maharashtra Bank vide sanction letter dated July 18, 2024 bearing Ref. AT105/SANCTION/BEDI STEEL/2024-25.

Facility	Term Loan (Fresh)
Limit / Amount	Rs. 7.00 Crore (Rupees Seven Crore Only)
Purpose	Set up of rolling mill as forward integration



Primary Security	Hypothecation (Exclusive charge) of plant and machinery proposed to be financed
Collateral Security	Lien on CDR of Rs 2.00 Crore in the name of company Exposure to the tune of Rs 5.00 Crore is to be covered under CGTMSE scheme
Margin	25% Margin in Bank's Favor (Minimum)
ROI	RLLR (9.30) +0.50% (BSS) +1.45 -0.50% (Concession) i.e. 10.75% p.a. at present. RLLR is Subject to change time to time
Door to Door	7 years (including Moratorium period of 3 months)
Moratorium	3 Months from the date of first disbursement
DCCO	October 2024
Repayment	Principal is to be repaid in equally 81 Monthly instalments of Rs 864200/~ Plus interest Interest to be paid as and when applied during moratorium period
Review	Annual
DSRA	2 months Principal instalment plus interest in form of FDR

Above facility is secured by personal Guarantee of following:

Sr. No.	Name of the Guarantors
1.	Mr. Prayank Gupta
2.	Mr. Mahesh Gupta
3.	Mrs. Khushboo Gupta

Other Critical Covenants:

Processing Fees	1.00% of the sanctioned limit Plus Applicable GST e.g. Rs 7.00 lakh + Applicable GST
Account handling charges	0.40% p.a. of the sanctioned limit (Max Rs 125000/-) + Applicable GST
Prepayment penalty	2% of pre-paid amount, if the prepaid amount is more than 25% of the sanctioned limit. Note: Applicable only in case of takeover to other FI
All other charges	Actuals, such as expenses on legal opinion on property/security & valuation to be obtained, stock audit etc in case bank so desires & other out of pocket expenses etc. Bank is also entitled to recover charges for service provided related to account facility as per its service charges policy from time to time.
Construction	Borrower has already started the construction of furnace wall constructions and has paid total advances of Rs 1.63 Cr for the proposed project as per their letter. Branch to obtain CA certificate for the same before disbursement to ensure margin.
Net worth statement	Branch to obtain CA certified net worth statement with UDIN indicating net worth of directors before disbursement.



Due diligence of quotations	Due diligence of quotations to be done prior to disbursement and disbursement to be made to vendors account with firm's margin through RTGS/NEFT/DD as per quotations submitted by firm and disbursement to be done with the margin money brought in by the borrower as per guidelines.
Consent to operate	Branch to obtain renewed consent to operate under Pollution Control Act as the existing approval was valid up to 30.06.2024.
GSTR - returns	The borrower to submit GSTR - returns periodically duly certified by CA or downloaded by Branch officials.
Post sanction due diligence	Branch to obtain Post sanction due diligence verification including end use verification after disbursement of credit facility.
Penal interest	Penal interest @1% to be charged in case of non-compliance of sanction.
Compliance certificate of sanction	Compliance certificate of sanction to be submitted to sanctioning authority after compliance of all the Terms & Conditions within 30 days.

Note 3: Important terms of loans from Aditya Birla Finance Limited bearing loan account no. ABLDHBIL000000900690.

Loan A/C	ABLDHBIL000000900690
Agreement Date	27-02-2025
Product Description	Business Installment Loan
Sanctioned Amount	Rs. 48,00,000
Disbursed Amount	Rs. 48,00,000
Interest Rate Type	Fixed
Tenure / Total Instl	25 Months / 26
Current Rate of Interest	15.50 % Per Annum
Instalment Plan	Equated Instalments / Rentals

Note 4: Important terms of loans from Godrej Finance Limited bearing loan account no. GFL4201BL0071373.

Loan A/C	GFL4201BL0071373
Loan Type	Business Loan
Loan Amount	Rs. 39,47,000
Interest Rate Type	Fixed rate
Tenure	36 Months
Current Rate of Interest	16% Per Annum
Instalment Frequency	Monthly



Note 5: Important terms of loans from IDFC FIRST Bank Limited bearing loan account no. 167892117.

Loan A/C	167892117
Loan Disbursement Date	28-Feb-2025
Amount Financed	Rs. 49,35,000
Tenure	36 Months
Current Rate of Interest	15.50% Per Annum
Frequency	Monthly EMIs

Note 6: Important terms of loans from Kotal Mahindra Bank Limited bearing agreement no. CSG-155593888.

Agreement No.	CSG-155593888
Agreement Date	28-Feb-2025
Agreement Type	Personal Finance
Amount Financed	Rs. 49,90,000
Tenure	36 Months
Current Rate of Interest	15% Per Annum
Maturity Date	05-03-2028

Note 7: Important terms of loans from L&T Finance Limited bearing loan account no. BL250220108114907.

Loan A/C	BL250220108114907
Loan Disbursement Date	28-Feb-2025
Product Description	SME Term Business Loan
Sanctioned Amount	Rs. 50,30,000
Disbursed Amount	Rs. 50,30,000
Interest Rate Type	Fixed
Tenure	36 Months (03/04/2025 To 03/03/2028)
Current Rate of Interest	15.60 % Per Annum
EMI Due Date	Third Day of Every Month



Note 8: Important terms of loans from SMFG India Credit Co. Ltd. bearing loan account no. 255502412023688.

Agreement No.	255502412023688
Agreement Date	28-02-2025
Product Description	Personal Loan
Amount Financed	Rs 50,10,900
Tenure	37 Months (04/03/2025 To 04/03/2028)
Current Rate of Interest	15.25% Per Annum
Frequency	Monthly

Note 9: Important terms of loans from TATA Capital Limited bearing loan account no. TCFBL0363000013591597.

Loan A/C	TCFBL0363000013591597
Agreement Date	28-Feb-2025
Product Description	Business Loan
Sanctioned Amount	Rs. 50,24,898
Disbursed Amount	Rs. 50,24,898
Interest Rate Type	Fixed
Tenure / Total Instalment	36 Months / 36
Current Rate of Interest	15.25 % Per Annum
Instalment Plan / Frequency	Equated Installments / Monthly

Note 10: Important terms of loans from Yes Bank Limited bearing loan account no. BLN002302081762.

Loan A/C	BLN002302081762
Agreement Date	24-Feb-2025
Product Description	Business Loan
Sanctioned Amount	Rs.50,00,000
Disbursed Amount	Rs. 50,00,000
Interest Rate Type	Fixed
Tenure / Total Instalment	30 Months / 30
Current Rate of Interest	15.00 % Per Annum
Instalment Plan / Frequency	Equated Instalments / Monthly



Note 11: Important terms of loans from Poonawalla Fincorp Limited bearing loan account no. APPL00554982.

Loan A/C	APPL00554982
Agreement Date	28-Feb-2025
Product Description	Business Loan
Sanctioned Amount	Rs. 40,58,262
Disbursed Amount	Rs. 40,58,262
Interest Rate Type	Fixed
Tenure / Total Instalment	36 Months
Current Rate of Interest	16.00 % Per Annum
Instalment Plan / Frequency	Equated Instalments / Monthly

Note 12: Important terms of loans from IIFL Finance Limited bearing loan account no. SL5583112.

Loan A/C	SL5583112
Loan Amount	Rs. 50,61,918
EMI Amount	Rs. 1,76,715
Instalment Start Date	03-05-2025
Instalment End Date	03-05-2028
Tenure	36 Months
Current Rate of Interest	15.50%



MANAGEMENTS' DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our restated consolidated financial statements and restated standalone financial statement ("restated financials statements") attached in the chapter titled "Financial Information of the Company" beginning on page 227. You should also read the section titled "Risk Factors" beginning on page 27 and the section titled "Forward Looking Statements" beginning on page 18, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated financial Statements.

Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated March 24, 2025 which is included in this Draft Red Herring Prospectus under "Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.

BUSINESS OVERVIEW

As of this Draft Red Herring Prospectus, our company is engaged in the manufacturing and trading of Steel and Alloy Ingots. We regularly produce over 50 grades and have the capability to manufacture more than 150 grades. Our products are primarily supplied to rolling mills and forging companies, which process them into components for the automotive, infrastructure, and engineering industries, among others. To enhance our product offerings, we have installed a rolling mill, with production expected to commence in April 2025. This forward integration will expand our portfolio to include Round Bars, RCS/Square Bars, Hex Bars, and Flat Bars.

For more details, please refer chapter titled "Our Business" beginning on page 155.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus i.e., September 30, 2024, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. Appointment of Mr. Abhishek Sehgal as Chief Financial Officer on December 13, 2024.
2. Appointment of Ms. Mala Poddar as an Independent Director on December 09, 2024.
3. Appointment of Mr. Kapil Khera as an Independent Director on December 09, 2024.
4. Appointment of Mr. Punit Kumar Rastogi as an Independent Director on December 09, 2024.
5. Constitution of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee on December 09, 2024.
6. Appointment of Mr. Prayank Gupta as Managing Director on November 15, 2024.
7. Appointment of Mr. Mahesh Gupta as Chairman and Whole-Time Director on November 15, 2024.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factors" beginning on page 27. Our results of operations and financial conditions are affected by numerous factors including the following:

Important factors that could cause actual results to differ materially from our expectations include, among others.

- Demand of our products, which is influenced by many macro and micro economic factors.
- Availability of labour.
- Increased competition in our industry.
- Fluctuations in operating costs i.e. raw material, electricity cost, labour cost and other operating expenses;
- Ability to attract and retain best talent.



- Our failure to keep pace with rapid changes in technology, sales and marketing trends;
- Our ability to meet our capital expenditure requirements;
- Our dependence on our key personnel, including our Directors and senior management;
- Our ability to successfully implement our business strategy and plans;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors.

DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the restated financial results of our Company for the period/years ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022.

Principal Components of Statement of Profit and Loss

Income

Our total income comprises revenue from operations & other income as mentioned below:

Revenue from Operations

Our revenue from operations primarily comprises the sale of Steel and Alloy Ingots, along with trading income from raw materials i.e. Metal Scrap and Steel and Alloy Ingots.

Other Income

Other income includes primarily includes Interest on Fixed Deposit.

Expenses

Our total expenses include the below mentioned expenses:

Cost of Material Consumed

The Cost of Material Consumed primarily includes expenses related to consumption of raw material i.e. Metal Scrap, Pure Metals and Chemicals for manufacturing Steel and Alloy ingots.

Changes in Inventories (Finished goods & Stock-in-trade)

Changes in Inventories includes the finished goods and stock-in -trade at the beginning of the year and finished goods and stock-in -trade at the end of the year.

Employee benefit expenses

Our employee benefit expense primarily includes Salaries & Wages, Directors Remunerations, Provisions for Gratuity, Contributions to Provident Fund and ESIC and Staff & Labour Welfare Expenses.

Finance Cost

Our finance costs primarily include interest, other borrowing cost and bank charges.



Depreciation and Amortization Expense

Our depreciation and amortization primarily include depreciation of Land, Building, Plant & Machinery, Office Equipment, Furniture & Fixture, Vehicles, Computer and Electrical Equipment.

Other Expenses

Our other expenses primarily include expenditure incurred on Electricity Expenses, Discount & Rebates, Transportation and Repair and Maintenance of Machinery.

Tax Expense

Our tax expenses primarily include Current Tax and Deferred Tax Charge/(Credit).



Results of Operations based on Restated Financial Statement

The following table sets forth select financial data from our restated statement of profit and loss & the components of which are also expressed as a percentage of total income.

(Rs. in Lakhs)

Particulars	For the Period ended on September 30, 2024	% of Total revenue	For the FY ended March 31, 2024	% of Total revenue	For the FY ended March 31, 2023	% of Total revenue	For the FY ended March 31, 2022	% of Total revenue
I) Incomes								
(a) Revenue From Operations	10,552.91	99.96	16,803.79	99.93	12,429.75	100.00	8,095.98	99.59
(b) Other Income	3.86	0.04	11.23	0.07	0.05	Negligible	33.47	0.41
II) Total Incomes	10,556.77	100.00	16,815.02	100.00	12,429.80	100.00	8,129.45	100.00
III) Expenses								
(a) Cost of Material Consumed	10,313.28	97.69	14,110.01	83.91	10,990.79	88.42	7,723.91	95.01
(b) Changes in inventories of finished goods	(1,278.92)	(12.11)	202.13	1.20	12.67	0.10	(85.85)	(1.06)
(c) Employee benefits expense	32.35	0.31	34.86	0.21	63.95	0.51	169.05	2.08
(d) Finance Cost	75.24	0.71	140.24	0.83	107.21	0.86	75.00	0.92
(e) Depreciation and amortization expense	66.66	0.63	97.59	0.58	68.52	0.55	46.98	0.58
(f) Other expenses	776.94	7.36	1,443.87	8.59	885.81	7.13	797.38	9.81
IV) Total Expenses	9,985.54	94.59	16,028.70	95.32	12,128.95	97.58	8,726.46	107.34
V) Profit Before Taxes (II-IV)	571.23	5.41	786.32	4.68	300.85	2.42	(597.01)	(7.34)
VI) Tax Expenses								
(a) Current taxes	143.78	1.36	112.87	0.67	-	-	-	-
(b) Deferred tax expense / (credit)	7.91	0.07	14.64	0.09	11.70	0.09	-	-
(c) Tax adjustment of earlier years	-	-	0.04	0.00	-	-	-	-
VII) Total Taxes	151.69	1.44	127.55	0.76	11.70	0.09	-	-
VIII) Profit after Taxes	419.54	3.97	658.77	3.92	289.15	2.33	(597.01)	(7.34)



FOR THE PERIOD ENDED ON SEPTEMBER 30, 2024

Income

The table below sets forth details in relation to our revenue for the period ended on September 30, 2024.

Particulars	For the period ended on September 30, 2024 (Rs. in Lakhs)	% of Total Income
Manufacturing		
- sale of products manufactured	9,408.90	89.13
Trading		
- sale of Scrap	198.41	1.88
- sale of Ingot	945.60	8.96
Revenue from Operations-A	10,552.91	99.96
Interest Income	3.86	0.04
Profit on disposal of Property, Plant and Equipment	-	-
Miscellaneous Income	-	-
Rebate & Discounts	-	-
Other Income-B	3.86	0.04
Total Income -C=A+B	10,556.77	100.00

Our revenue during the period ended on September 30, 2024 is primarily derived from the sale of products manufactured i.e. Steel and Alloy Ingots amounting to Rs. 9,408.90 lakhs and Trading Income from sale of Scrap and sale of Ingots amounting to Rs. 198.41 lakhs and Rs. 945.60 lakhs. Revenue from Other Income includes Interest Income amounting to Rs. 3.86 lakhs.

Expenses

Particulars	For the period ended on September 30, 2024 (Rs. in Lakhs)	% of Total Income
Cost of Material Consumed	10,313.28	97.69
Changes in inventories of finished goods	(1,278.92)	(12.11)
Employee benefits expense	32.35	0.31
Finance Cost	75.24	0.71
Depreciation and amortization expense	66.66	0.63
Other expenses	776.94	7.36
Total Expenses	9,985.54	94.59

Cost of Material Consumed

The table below sets forth details in relation to our cost of materials consumed for the period indicated below:

Particulars	For the period ended on September 30, 2024 (Rs. in Lakh)	% of Total Income
Inventory at the beginning		
Raw Material	1,866.00	17.68
Stores and spares	443.02	4.20
Total Inventory at the beginning -A	2,309.02	21.87
Add: Purchases-B	10,014.26	94.86



less: Inventory at the end		
Raw Material	(1,642.77)	(15.56)
Stores and spares	(367.23)	(3.48)
Total Inventory at the end -C	(2,010.00)	(19.04)
Cost of Material Consumed = D= A+B-C	10,313.28	97.69

Change in inventories of finished goods and work-in-progress

The table below sets forth details in relation to changes in inventories for the period indicated below:

Particulars	For the period ended on September 30, 2024 (Rs. in Lakhs)	% of Total Income
Opening Stock of Finished Goods	372.55	3.53
Opening Stock of Stock-in-trade	10.90	0.10
Total (a)	383.45	3.63
Closing Stock of Finished Goods	1,448.86	13.72
Closing Stock of Stock-in-trade	213.51	2.02
Total (b)	1,662.37	15.75
Changes in Inventories (a-b)	(1,278.92)	(12.11)

Employee benefits expense

Our employee benefits expense was Rs. 32.35 lakhs for the period ended on September 30, 2024, which was 0.31% of the Total Income.

Other expenses

Our other expenses were Rs. 776.94 lakhs for the period ended on September 30, 2024, which was 7.36% of the Total Income.

EBITDA

For the period ended on September 30, 2024, our EBITDA was Rs. 709.26 lakhs.

Finance cost

Our finance cost was Rs. 75.24 lakhs for the period ended on September 30, 2024, which was 0.71% of the Total Income.

Depreciation and Amortisation Expense

Our depreciation & amortisation expense was Rs. 66.66 lakhs for the period ended on September 30, 2024, which was 0.63% of the Total Income.

Profit before tax

Our Profit before tax was Rs. 571.23 lakhs for the period on September 30, 2024, which was 5.41% of the Total Income.



Tax Expense

Our Tax expense was Rs. 151.69 lakhs for the period ended on September 30, 2024, which was 1.44% of the Total Income.

Profit After Tax

Our Profit After Tax was Rs. 419.54 lakhs for the period ended on September 30, 2024, which was 3.97% of the Total Income.

FISCAL 2024 COMPARED TO FISCAL 2023

Income

The table below sets forth details in relation to our revenue for Fiscal 2024 and Fiscal 2023:

Particulars	Fiscal 2024 (Rs. in Lakhs)	Fiscal 2023 (Rs. in Lakhs)	% Increase/ (decrease)
Manufacturing			
- sale of products manufactured	14,121.98	11,908.49	18.59
Trading			
- sale of Scrap	1,465.46	521.26	181.14
- sale of Ingot	1,216.35	-	100.00
Revenue from Operations-A	16,803.79	12,429.75	35.19
Interest Income	6.80	0.05	13,500.00
Profit on disposal of Property, Plant and Equipment	4.43	-	100.00
Other Income-B	11.23	0.05	22,181.75
Total Income -C=A+B	16,815.02	12,429.80	35.28

Our Company earns primarily its revenue from sale of product i.e. Steels and Alloy Ingots and trading of raw material i.e. Metal Scrap and Steels and Alloy Ingots. Our Company earned Other Income majorly from interest income and profit on disposal of Property, Plant and Equipment.

Our revenue from operations increased by Rs. 4,374.04 lakh or 35.19% to Rs. 16,803.79 lakh for Fiscal 2024 as compared to Rs. 12,429.75 lakh for Fiscal 2023. This increase in revenue from operations was primarily due to increase in revenue from sale of products and trading income.

Our revenue from sale of products i.e. Steel and Alloy Ingots increased by Rs. 2,213.49 lakh or 18.59% to Rs. 14,121.98 lakh for Fiscal 2024 as compared to Rs. 11,908.49 lakh for Fiscal 2023. The increase in the sale was due to growth in demand of our product.

The trading revenue i.e. sale of raw material (metal scrap) and Steel and Alloy ingots increased by Rs. 2,160.55 lakh or 414.49% to Rs. 2,681.81 lakh for Fiscal 2024 from Rs. 521.26 lakh in Fiscal 2023. The increase in trading income is attributable to management focus to increase profitability and cater customer demand.

Other income substantially increased by Rs. 11.18 lakh or 22,181.75% to Rs. 11.23 lakh for Fiscal 2024 compared from Rs. 0.05 lakh for Fiscal 2023. This increase in other income was primarily due to interest income of Rs. 6.80 lakh and Profit on disposal of Property, Plant and Equipment of Rs. 4.43 lakh, in Fiscal 2024 as against interest income of Rs. 0.05 lakh, in Fiscal 2023. The significant jump in other income is attributable to low base in the previous year.

Expenses

The table below sets forth details in relation to our total expenses for Fiscal 2024 compared to our total expenses for Fiscal 2023:



Particulars	Fiscal 2024 (Rs. in Lakhs)	Fiscal 2023 (Rs. in Lakhs)	% Increase/ (decrease)
Cost of Material Consumed	14,110.01	10,990.79	28.38
Changes in Inventories of Finished goods and Work-in-process	202.13	12.67	1494.87
Employee Benefits Expense	34.86	63.95	(45.49)
Finance Cost	140.24	107.21	30.81
Depreciation	97.59	68.52	42.43
Other Expenses	1,443.87	885.81	63.00
Total Expenses	16,028.70	12,128.95	32.15

Our total expenses increased by Rs. 3,899.75 lakh or 32.15% to Rs. 16,028.70 lakh for Fiscal 2024 compared to Rs. 12,128.95 lakh for Fiscal 2023. This was primarily attributable to:

Cost of Material Consumed

The table below sets forth details in relation to our cost of materials consumed for the periods indicated below:

Particulars	Fiscal 2024 (Rs. in Lakhs)	Fiscal 2023 (Rs. in Lakhs)	% Increase/ (decrease)
Inventory at the beginning			
Raw Material	292.88	125.12	134.08
Stores and spares	354.51	110.78	220.01
Total Inventory at the beginning -A	647.39	235.90	174.43
Add: Purchases-B	15,771.64	11,402.28	38.32
less: Inventory at the end			
Raw Material	1,866.00	292.88	537.12
Stores and spares	443.02	354.51	24.97
Total Inventory at the end -C	2,309.02	647.39	256.67
Cost of Material Consumed = D= A+B-C	14,110.01	10,990.79	28.38

Our cost of materials consumed increased by Rs. 3,119.22 lakh or 28.38% to Rs. 14,110.01 lakh for Fiscal 2024 compared to Rs. 10,990.79 lakh for Fiscal 2023. However, the revenue from operations increased by Rs. 4,374.04 lakh or 35.19% to Rs. 16,803.79 lakh for Fiscal 2024 as compared to Rs. 12,429.75 lakh for Fiscal 2023. The higher growth in the Revenue from Operation as compared to Cost of Material Consumed, is mainly attributable to cooling commodity prices in F.Y. 2024 as compared to F.Y. 2023. The moderate commodity prices helped Company to save cost and increase profit margin.

Change in inventories of finished goods and stock-in-trade

The table below sets forth details in relation to changes in inventories for the periods indicated below:

Particulars	Fiscal 2024 (Rs. in Lakhs)	Fiscal 2023 (Rs. in Lakhs)	% Increase/ (decrease)
Opening Stock of Finished Goods	580.09	569.32	1.89
Opening Stock of Stock-in-Trade	5.48	28.92	(81.05)
Total (a)	585.57	598.25	(2.12)
Closing Stock of Finished Goods	372.55	580.09	(35.78)
Closing Stock of Stock-in-Trade	10.90	5.48	98.92
Total (b)	383.45	585.57	(34.52)
Changes in Inventories (a-b)	202.13	12.67	1,494.87



Our inventory level for finished goods in Fiscal 2024 had decreased by Rs. 207.54 lakh i.e. from Rs. 580.09 lakh in Fiscal 2023 to Rs. 372.55 lakh in Fiscal 2024. The level of stock in trade had increased by Rs. 5.42 lakh i.e. from Rs. 5.48 lakh in Fiscal 2023 to Rs. 10.90 lakh in Fiscal 2024. Together inventory of Finished Goods and stock-in-trade decreased 34.52% between F.Y. 2024 and F.Y 2023, which in line with the increase in revenue from operations.

Employee benefits expense

Our employee benefits expense decreased by Rs. 29.09 lakh or 45.49% to Rs. 34.86 lakh for Fiscal 2024 from Rs. 63.95 lakh for Fiscal 2023. The decrease in employee cost is attributable to technological upgradation which automated the manufacturing process and allowed Company to decrease dependence on labour. Further, as a percentage of our revenue from operation, the cost of employee benefit expenses also decreased to 0.21% in Fiscal 2024 from 0.51% in Fiscal 2023.

Other expenses

Our other expenses increased by Rs. 558.06 lakh or 63.00% to Rs. 1,443.87 lakh for Fiscal 2024 as compared to Rs. 885.81 lakh for Fiscal 2023. This increase was primarily due to increase in Electricity Expenses which increased Rs. 524.38 lakh or 62.01% in Fiscal 2024 as compared to Fiscal 2023. Electricity Expense is the major expense of our Company as electricity is required to run the furnace for manufacturing of Ingots. Electricity Expense contributed 8.55% and 6.97% to the total expenses in the Fiscal 2024 and Fiscal 2023, respectively. The increase in the electric expense as a percentage of total expenses is attributable to higher capacity utilization, which stood for 98.68% of the total installed capacity in Fiscal 2024 as against 69.96% of the total installed capacity in Fiscal 2023. The higher utilization of the installed capacity pushed the demand for electricity.

EBITDA

For the reasons described below, our EBITDA increased by Rs. 536.39 lakh, or 112.56% to Rs. 1,012.92 lakh for Fiscal 2024 from Rs. 476.53 lakh for Fiscal 2023.

Finance costs

The table below sets forth details in relation our finance cost for the periods indicated below:

Particulars	Fiscal 2024 (Rs. in Lakhs)	Fiscal 2023 (Rs. in Lakhs)	% Increase / (decrease)
Bank charges	13.11	9.13	43.59
Interest expense on			
(i) Bank	33.25	21.72	53.10
(ii) Cash Credit Limits	93.87	76.36	22.94
(iii) Unsecured Loans	-	-	-
Finance cost	140.24	107.21	30.81

Our finance costs increased by Rs. 33.03 lakh or 30.81% to Rs. 140.24 lakh for Fiscal 2024 compared to Rs. 107.21 lakh for Fiscal 2023. This rise was primarily driven by higher interest expenses due to increased utilization of working capital loans during the Fiscal 2024.

Depreciation and Amortisation Expense

Our depreciation and amortisation expense increased by Rs. 29.07 lakh or 42.43% to Rs. 97.59 lakh for Fiscal 2024 compared to Rs. 68.52 lakh for Fiscal 2023. This increase was due to purchase of plant & machinery amounting to Rs. 720.37 lakh in Fiscal 2023.



Profit before Tax

Our profit before tax increased by Rs. 485.47 lakh or 161.37% to Rs. 786.32 lakh for Fiscal 2024 as compared to Rs. 300.85 lakh for Fiscal 2023. This increase was on account of increased revenue from operations, cooling raw material cost, cost rationalization due to increase in operations efficiency and better realizations.

Tax Expenses

Our tax expenses increased by Rs. 115.85 lakh or 990.45% to Rs. 127.55 lakh for Fiscal 2024 compared to Rs. 11.70 lakh for Fiscal 2023. The increase in the tax expenses is primarily attributable to the following reasons:

- The Profit before tax increased Rs. 485.47 Lakhs or 161.37% to Rs. 786.32 lakh in Fiscal 2024 as compared to Rs. 300.85 lakh for Fiscal 2023.
- Our Company, faced losses in Fiscal 2022 amounting to Rs. 597.01 lakh, due to which the Company paid nil current tax in Fiscal 2023 on profit before tax amounting Rs. 300.84 lakh in Fiscal 2023 due to carry forward of losses of Fiscal 2022.

Profit for the Year

As a result of the foregoing factors, our profit for the year increased by Rs. 369.62 lakh or 127.83% to Rs. 658.77 lakh for Fiscal 2024 compared to Rs. 289.15 lakh for Fiscal 2023.

- The Company recorded growth of 35.19% in revenue from operation between F.Y 2024 and F.Y. 2023.
- The cooling raw material prices in Fiscal 2024, helped our Company earn higher profit margins. The Cost of Good Sold to the Revenue from Operation was 85.17% in Fiscal 2024 as compared to 88.53% in Fiscal 2023.
- Our Company utilization capacity was 98.68% in Fiscal 2024 as compared to 69.96 % in Fiscal 2023. The higher utilization of installed capacity helped Company to cut down cost due to operational efficiency and increase margins.
- The employee benefit expenses decreased 45.49% between Fiscal 2023 and Fiscal 2024, mainly attributable to Company efforts to upgrade technology leading to decrease dependence on labour.

FISCAL 2023 COMPARED TO FISCAL 2022

Income

The table below sets forth details in relation to our revenue for Fiscal 2023 and Fiscal 2022:

Particulars	Fiscal 2023 (Rs. in Lakhs)	Fiscal 2022 (Rs. in Lakhs)	% Increase/ (decrease)
Manufacturing			
- sale of products manufactured	11,908.49	8,045.35	48.02
Trading			
- sale of Scrap	521.26	20.55	2,436.55
- sale of Ingot	-	30.08	(100.00)
Revenue from Operations-A	12,429.75	8,095.98	53.53
Interest Income	0.05	5.57	(99.10)
Rebate & Discounts	-	27.90	100.00
Other Income-B	0.05	33.47	(99.85)
Total Income -C=A+B	12,429.80	8,129.45	53.53

Our Company earns primarily earns its revenue from sale of product i.e. Steels and Alloy Ingots and trading of raw material i.e. Metal Scrap and Steels and Alloy Ingots. Our Company earned Other Income majorly from interest income and Rebate & Discounts in Fiscal 2023 and Fiscal 2022.

Our revenue from operations increased by Rs. 4,333.77 lakh or 53.53% to Rs. 12,429.75 lakh for Fiscal 2023 as compared to Rs. 8,095.98 lakh for Fiscal 2022. This increase in revenue from operations was primarily due to increase in revenue from sale of products and trading income.

Our revenue from sale of products i.e. Steel and Alloy Ingots increased by Rs. 3,863.14 lakh or 48.02% to Rs. 11,908.49 lakh for Fiscal 2023 as compared to Rs. 8,045.35 lakh for Fiscal 2022. The increase in the sale was due to growth in demand of our product.

The trading revenue i.e. sale of raw material (metal scrap) and Steel and Alloy ingots increased by Rs. 470.63 lakh or 929.55% to Rs. 521.26 lakh for Fiscal 2023 from Rs. 50.63 lakh in Fiscal 2022. The increase in trading income is attributable to management focus to increase profitability and cater customer demand.

Other income substantially decreased by Rs.33.42 lakh or 99.85% to Rs. 0.05 lakh for Fiscal 2023 compared from Rs. 33.47 lakh for Fiscal 2022. This decrease in other income was primarily due to discontinuation of rebate and discount in Fiscal 2023 which was a major source of other income in Fiscal 2022 amounting to Rs. 27.90 lakh.

Expenses

The table below sets forth details in relation to our total expenses for Fiscal 2023 compared to our total expenses for Fiscal 2022:

Particulars	Fiscal 2023 (Rs. in Lakhs)	Fiscal 2022 (Rs. in Lakhs)	% Increase/ (decrease)
Cost of Material Consumed	10,990.79	7,723.91	42.30
Changes in Inventories of Finished goods and Work-in-process	12.67	(85.85)	114.76
Employee Benefits Expense	63.95	169.05	(62.17)
Finance Cost	107.21	75.00	42.94
Depreciation	68.52	46.98	45.86
Other Expenses	885.81	797.38	11.09
Total Expenses	12,128.95	8,726.46	38.99

Our total expenses increased by Rs. 3,402.49 lakh or 38.99% to Rs. 12,128.95 lakh for Fiscal 2023 compared to Rs. 8,726.46 lakh for Fiscal 2022. This was primarily attributable to:

Cost of Material Consumed

The table below sets forth details in relation to our cost of materials consumed for the periods indicated below:

Particulars	Fiscal 2023 (Rs. in Lakhs)	Fiscal 2022 (Rs. in Lakhs)	% Increase/ (decrease)
Inventory at the beginning			
Raw Material	125.12	239.44	(47.74)
Stores and spares	110.78	888.00	(87.52)
Total Inventory at the beginning -A	235.90	1,127.44	(79.08)
Add: Purchases-B	11,402.28	6,832.37	66.89
less: Inventory at the end			
Raw Material	292.88	125.12	134.08
Stores and spares	354.51	110.78	220.01
Total Inventory at the end -C	647.39	235.90	174.43
Cost of Material Consumed = D= A+B-C	10,990.79	7,723.91	42.30

Our cost of materials consumed increased by Rs. 3,266.88 lakh or 42.30% to Rs. 10,990.79 lakh for Fiscal 2023 compared to Rs. 7,723.91 lakh for Fiscal 2022. However, the revenue from operations increased by Rs. 4,333.77 lakh or 53.53% to Rs. 12,429.75 lakh for Fiscal 2023 as compared to Rs. 8,095.98 lakh for Fiscal 2022. Cost of



Material Consumed as a percentage of Revenue from Operation was 88.53% in Fiscal 2023 as compared to 95.34% in Fiscal 2022, mainly due to operational and financial difficulties faced by the previous management, which lead to losses in Fiscal 2022 amounting to Rs. 597.01 lakh.

Change in inventories of finished goods and work-in-progress

The table below sets forth details in relation to changes in inventories for the periods indicated below:

Particulars	Fiscal 2023 (In Lakh)	Fiscal 2022 (In Lakh)	% Increase/ (decrease)
Opening Stock of Finished Goods	569.32	453.56	25.52
Opening Stock of Stock-in-Trade	28.92	58.83	(50.83)
Total (a)	598.25	512.39	16.76
Closing Stock of Finished Goods	580.09	569.32	1.89
Closing Stock of Stock-in-Trade	5.48	28.92	(81.05)
Total (b)	585.57	598.25	(2.12)
Changes in Inventories (a-b)	12.67	(85.85)	114.76

Our inventory level for finished goods in Fiscal 2023 had increased by Rs. 10.77 lakh i.e. from Rs. 569.32 lakh in Fiscal 2022 to Rs. 580.09 lakh in Fiscal 2023. The level of stock-in-trade had decreased by Rs. 23.44 lakh i.e. from Rs. 28.92 lakh in Fiscal 2022 to Rs. 5.48 lakh in Fiscal 2023.

Employee benefits expense

Our employee benefits expense decreased by Rs. 105.10 lakh or 62.17% to Rs 63.95 lakh for Fiscal 2023 from Rs. 169.05 lakh for Fiscal 2022. The decrease in employee cost is attributable to technological upgradation which automated the manufacturing process and allowed Company to decrease dependence on labour. Further, as a percentage of our revenue from operation, the cost of employee benefit expenses also decreased to 0.51% in Fiscal 2023 from 2.09% in Fiscal 2022.

Other expenses

Our other expenses increased by Rs. 88.43 lakh or 11.09% to Rs. 885.81 lakh for Fiscal 2023 as compared to Rs. 797.38 lakh for Fiscal 2022. This increase was primarily due to increase in Electricity Expenses which increased Rs. 118.24 lakh or 16.25% between Fiscal 2023 as compared to Fiscal 2022. Electricity Expense is the major expense of our Company as electricity is required to run the furnace for manufacturing of Ingots. Electricity Expense contributed 6.97% and 8.34% to the total expenses in the Fiscal 2023 and Fiscal 2022, respectively. The increase in the electric expense as a percentage of total expenses is attributable to higher capacity utilization, which stood for 69.96% of the total installed capacity in Fiscal 2023 as against 52.36% of the total installed capacity in Fiscal 2022. The higher utilization of the installed capacity pushed the demand for electricity.

EBITDA

For the reasons described above, our EBITDA increased significantly by Rs. 985.03 lakh, or 193.71% to Rs. 476.53 lakh for Fiscal 2023 from Rs. (508.50) lakh for Fiscal 2022.

Finance costs

The table below sets forth details in relation our finance cost for the periods indicated below:



Particulars	Fiscal 2023 (In Lakh)	Fiscal 2022 (In Lakh)	% Increase/ (decrease)
Bank charges	9.13	2.03	349.75
Interest expense on			
(i) Bank	21.72	54.66	(60.26)
(ii) Cash Credit Limits	76.36	-	100.00
(iii) Unsecured Loans	-	18.31	(100.00)
Finance cost	107.21	75.00	42.94

Our finance costs decreased by Rs. 32.21 lakh or 42.94% to Rs. 107.21 lakh for Fiscal 2023 compared to Rs. 75.00 lakh for Fiscal 2022. This increase in the finance cost is in line with the increase in the total borrowing of the Company.

Depreciation and Amortisation Expense

Our depreciation and amortisation expense increased by Rs. 21.54 lakh or 45.86% to Rs. 68.52 lakh for Fiscal 2023 compared to Rs. 46.98 lakh for Fiscal 2022. This increase was due to purchase of plant & machinery amounting to Rs. 394.09 lakh in Fiscal 2022.

Profit before Tax

Our profit before tax increased by Rs. 897.86 lakh or 150.39% to Rs. 300.85 lakh for Fiscal 2023 as compared to Rs. (597.01) lakh for Fiscal 2022. This significant increase in Profit Before Tax is primarily due to Company earned profit in Fiscal 2023 as compared to losses in Fiscal 2022, due to operational efficiency and financial support from the new management.

Tax Expenses

Our tax expenses increased by Rs. 11.70 lakh or 100.00% to Rs. 11.70 lakh for Fiscal 2023 compared to Nil for Fiscal 2022. The increase in tax expenses during Fiscal 2023 is mainly on account of increase in Deferred tax expense / (credit) by Rs. 11.70 lakh, or 100.00% to Rs. 11.70 lakh for Fiscal 2023 from Nil for Fiscal 2022. Our Company did not pay current tax both in Fiscal 2023 and Fiscal 2022, as our Company reported losses amounting 597.01 lakh in Fiscal 2022.

Profit for the Year

As a result of the foregoing factors, our profit for the year increased by Rs. 886.16 lakh or 148.43% to Rs. 289.15 lakh for Fiscal 2023 compared to Rs. (597.01) lakh for Fiscal 2022.

- The Company recorded growth of 53.53% in revenue from operation between F.Y 2023 and F.Y. 2022.
- Our Company, reported losses in Fiscal 2022 amounting to Rs. 597.01, due to operational and financial difficulty faced by the Company under the previous management. Under the new management our Company got new lifeline backed by new management financial support and operational competence.
- Our Company utilization capacity was 69.96% in Fiscal 2023 as compared to 52.36 % in Fiscal 2022. The higher utilization of installed capacity helped Company to cut down cost due to operational efficiency and increase margins.
- The employee benefit expenses decreased 62.17% between Fiscal 2023 and Fiscal 2024, mainly attributable to Company efforts to upgrade technology leading to decrease dependence on labour.



CASH FLOW BASED ON RESTATED FINANCIAL STATEMENTS

(Rs.in Lakhs)

Particulars	For the period ended on September 30, 2024	Fiscal		
		2024	2023	2022
Net cash generated from operating activities	725.45	212.55	162.89	(13.56)
Net cash (used in)/generated from investing activities	(1,562.80)	(728.29)	(618.37)	202.75
Net cash (used in)/generated from financing activities	805.94	530.59	458.05	(161.57)
Net change in Cash and cash equivalents at the end of the year	(31.41)	14.85	2.56	27.62

For further details, kindly refer chapter titled “Restated Financial Statement” beginning on page 227.

Other Key Ratios

Ratios	For the period ended on September 30, 2024	Fiscal		
		March 31, 2024	March 31, 2023	March 31, 2022
Current Ratio	0.93	1.09	0.87	0.81
Debt-equity ratio	1.05	0.79	9.80	(7.01)
Debt service coverage ratio	0.30	0.74	0.28	(0.57)
Return on Equity	22.35%	72.37%	3169.95%	(184.94%)
Net Capital Turnover ratio	5.06	10.08	80.87	(59.77)
Net profit margin	3.98%	3.92%	2.33%	(7.37%)
Return on capital employed	17.83%	39.98%	32.99%	(39.64%)

Methodology:

1. Current Ratio = Current Asset / Current Liability
2. Debt-Equity Ratio = Total Debt / Net Worth
3. Debt Service Coverage Ratio = EBIT/ Net Debt
4. Return on Equity Ratio = Profit After Tax / Net Worth
5. Working Capital Turnover Ratio = Revenue from Operations / Working Capital
6. Net Profit Ratio = (Profit After Tax / Revenue)
7. Return on Capital Employed= (EBIT/ Capital Employed)

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Draft Red Herring 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 “Risk Factors” beginning on page 27, to our knowledge there are no known 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 section titled “Risk Factors” beginning on page 27, 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

Our Company's future costs and revenues will be determined by multiple factors such as industry preferences, economic activity, government policies and demand of our services.

5. The extent to which material increase/decrease in net revenue are due to increase/decrease in sale of our services.

Increase/Decrease in revenues are by and large linked to increase/decrease in volume of business activities carried out by the Company.

6. Total turnover of each major industry segment in which the issuer company operates.

The Company is operating in Steel and Allied Product Industry and relevant industry data, as available, has been included in the chapter titled "*Our Industry*" beginning on page 119.

7. Status of any publicly announced new services or business segments

Our Company has not announced any new services or segment, other than through this Draft Red Herring Prospectus.

8. The extent to which the business is seasonal

Our Company business is not seasonal in nature.

9. Any significant dependence on a single or few clients.

Our business is dependent on few clients. Our top five customers contributed 55.64%, 59.03%, 47.62% and 82.54% of total revenue from operations for the period/ financial years ended September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 respectively.

10. Competitive Conditions

We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled "*Our Business*" beginning on page 155.



SECTION VIII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by statutory and regulatory authorities; (iii) tax proceedings - claims related to direct and indirect taxes in a consolidated manner; and (iv) material civil litigation or arbitration proceeding which are determined to be 'material' as per a policy adopted by our Board ("**Materiality Policy**"), in each case involving our Company, Promoters or Directors, KMPs and SM (collectively, the "**Relevant Parties**"). Further, there are no disciplinary actions including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Financial Years including any outstanding action.*

In terms of the Materiality Policy, any pending/outstanding litigation involving the Relevant Parties which exceeds the amount which is 1.00% of the profit after tax, as per the Restated Financial Statements for the Financial Year 2024 would be considered material for our Company. For the Financial Year 2024, our profit after tax as per the Restated Financial Statements is Rs. 658.77 lakhs. Accordingly, the following types of litigations involving the Relevant Parties have been considered as 'material', and accordingly disclosed in this Draft Red Herring Prospectus, as applicable:

- a) pending civil litigations involving the Relevant Parties which involve an amount of or equal to more than the monetary amount of Rs. 1.00 lakh; or*
- b) other than the litigations covered in (a) above, pending litigations where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed Rs. 1.00 lakh; or*
- c) where the monetary liability in the pending civil litigations is not quantifiable or doesn't meet the monetary threshold as provided in (a) above, but where an adverse outcome would materially and adversely affect the business, operations or financial position or reputation of our Company.*

It is clarified that for the purposes of the above, pre-litigation notices received/ sent by the Relevant Parties from third parties (excluding those notices issued by statutory/regulatory/tax authorities or notices threatening criminal action) shall, unless otherwise decided by our Board, have not and shall not, be considered as material litigation until such time that the Relevant Parties, as the case may be, are impleaded as a party in proceedings before any judicial /arbitral forum.

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. In accordance with the Materiality Policy, outstanding dues to any creditor of our Company having monetary value exceeding Rs. 100.00 Lakh, shall be considered as 'material'. Accordingly, as on March 31, 2024 any outstanding dues exceeding Rs. 100.00 lakh have been considered as 'material outstanding dues' for the purpose of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.



I. LITIGATIONS INVOLVING OUR COMPANY

A. Outstanding criminal litigations involving our Company

Criminal litigation against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding Criminal Litigations initiated against our Company.

Criminal litigations initiated by our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding Criminal Litigations initiated by our Company.

B. Civil litigations involving our Company

Civil litigations against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding Civil Litigations initiated against our Company.

Civil litigations initiated by our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding Civil Litigations initiated by our Company except as below:

1. **C.W.P 22816 of 2024, Bedi Steels Private Limited v. State of Punjab and 2 others before the Hon'ble High Court of Punjab and Haryana**

The present writ petition has been filed by Bedi Steels Private Limited (now Bedi Steels Limited) [**“Petitioner”**] through its Director, Mr. Prayank Gupta against the State of Punjab through the Principal Secretary to the Government, Excise and Taxation Department, Punjab (**“Respondent No.1”**) and Assistant Commissioner of State Tax cum Proper Officer, State Intelligence (**“Respondent No.2”**) and State Tax Officer O/o Assistant Commissioner of State Tax, Mobile Wing, Patiala (**“Respondent No.3”**), seeking *inter-alia* writ in the nature of mandamus directing Respondent No. 2 to release the goods and vehicle forthwith detained by Respondent No.3 and Issuance of a writ in the nature of certiorari for quashing of Order for Physical Verification/Inspection of Conveyance, Goods and Documents issued in Form GST MOV-02 dated August 26, 2024 by Respondent No. 3 and the subsequent Notice for confiscation of goods and vehicle dated September 02, 2024 issued by Respondent No. 2 and other reliefs with costs.

Facts of the case

1. The Petitioner is engaged in the business of manufacturing of alloys and non-alloy ingots, and is registered under the Punjab GST Act, 2017/Central GST Act, 2017. In the normal course of its business, Petitioner sold alloy steel ingots to M/s Ganga Udyog, Mandi Gobindgarh and the said goods were being shipped to M/s Quality Steels, Mandi Gobindgarh vide Invoice dated August 26, 2024 and amounting to Rs. 20,07,536/- including tax and e-way bill dated August 26, 2024. It was submitted that the transaction in question is recognized under the provisions of the Central GST Act/ Punjab State GST Act, 2017.
2. However, when the goods were on its way to destination, the same were checked by Respondent No.3 on August 26, 2024 at 4.40 PM. and were detained on the ground that the documents tendered require verification and prima facie the documents tendered are found to be defective. Further, it was observed that the genuineness of the goods in transit (quantity etc.) and/or tendered documents require further verification. Petitioner was



also served upon Order for Physical Verification/Inspection of Conveyance, Goods and Documents in Form GST MOV-02 dated August 26, 2024 and the Petitioner had been asked to appear on August 29, 2024 for physical verification of the goods and in the meanwhile the goods were stationed at M/s Quality Steels, Mandi Gobindgarh. It has been further mentioned in the notice that the goods in transit need physical verification and verification of books of accounts.

3. The consignee of the Petitioner, i.e. M/s Ganga Udyog was served Notice in Form GST MOV-10 dated September 02, 2024 wherein Respondent No.2 has proposed the confiscation of goods and vehicle and proposed penalty and fine to the tune of Rs. 9,18,708/- (in totality) in lieu of confiscation
4. In response to the detention made by Respondent No.3, the Petitioner filed detailed reply challenging the validity of detention of goods and vehicle, as there is no basis for the detention in question. It has been categorically stated that there is no deficiency in the documents found by Respondent No. 3 and the reasoning given in the Detention Order is totally illegal and vague and the Petitioner requested for release of goods and conveyance, but to no avail and the Respondents have asked the Petitioner to deposit the amount of penalty proposed.
5. The Petitioner has approached this Hon'ble Court under Articles 226/227 of the Constitution of India against the illegal action of the respondents. It is submitted that the goods and vehicle of the petitioner are under detention of the Respondents since August 26, 2024. The Petitioner has requested several times to the Respondents for release of goods and vehicle but to no avail. The said action of respondents is violative of Article 19(1)(g) of the Constitution of India. Therefore, the petitioner was left with no alternative remedy except to approach this Hon'ble Court under Articles 226/227 of the Constitution of India.

Amount Involved

The consignee of the Petitioner, i.e. M/s Ganga Udyog was served Notice in Form GST MOV-10 dated September 02, 2024 wherein Respondent No.2 has proposed the confiscation of goods and vehicle and proposed penalty and fine to the tune of Rs. 9,18,708/- (in totality) in lieu of confiscation. The said notice was issued on the ground that the inward supplies of the Petitioner are ingenuine as the suppliers of the Petitioner have not paid the tax in cash. It has been further observed in the notice that the Input Tax Credit claimed by the Petitioner is violative of Section 16(2)(c) of the Punjab GST Act, 2017. In the meanwhile, Petitioner requested for release of the goods. However, the Respondents have asked the Petitioner to deposit the amount of penalty proposed.

Contentions put forth by the Petitioner in support of its case

1. The Petitioner argues that the scheme of the GST Act is that the premises of an assessee can be inspected/searched under the provisions of Section 67, whereby the goods lying in the premises can be confiscated. Similarly, under Section 68, the goods in movement can be inspected and the same can be detained under Section 129 or Section 130. Initially Sections 129 and 130 provide for detention of the goods and vehicles and section 130 further provides for confiscation of the same. However, with effect from January 01, 2022, there was an amendment in Section 130 and confiscation of goods in movement under Section 130 was taken away. However, the dispute with regard to the same is still pending adjudication before the Hon'ble High Court of Punjab & Haryana as well as before the other High Courts.
2. The Petitioner contends that if the goods are being confiscated under Section 130, then for provisional release of the same Rule 140 would apply, which provides for furnishing of Bank Guarantee equivalent to the amount of tax, interest and penalty and for balance amount of fine, Bond in Form INS-04 is to be executed. However, in the cases of goods in movement under Section 130, only penalty is involved, therefore, the Bank Guarantee equivalent to penalty is required to be furnished. The goods and vehicle of the Petitioner are under detention since August 26, 2024 in the custody of the Respondents and the Petitioner is incurring day-to-day loss on account of detention of vehicle, salary of the driver etc. and the goods are also being got damaged.

3. It has been submitted that as per provisions of Rule 140 of the Central GST Rules/Punjab GST Rules, the goods and the conveyance can be provisionally released on furnishing of Bond for the value of goods in Form GST INS-04 and furnishing of security in the form of Bank Guarantee equivalent to the amount of applicable penalty. In the present case, the proceedings under Section 130 are still pending adjudication before Respondent No. 2. However, in order to secure interest of the revenue, the Petitioner was ready to furnish Bank Guarantee to the tune of penalty imposed and for the balance amount, it would furnish Surety Bond in the prescribed form as provided under Rule 140 and therefore, the conveyance and the goods of the Petitioner are liable to be released.
4. The Petitioner has submitted various judicial precedents rendered by the Hon'ble Andhra Pradesh High Court including the precedents of the Hon'ble High Court of Punjab and Haryana in *M/s Manya Alloy and Steels versus State of Punjab and others* in CWP No. 16839 of 2024 vide order dated July 22, 2024 where the Hon'ble High Court issued Notice of Motion and in the meanwhile ordered the release of goods and vehicle against deposit of 25% of the total amount as per Form MOV-10 and Form MOV-11, which would be subject to the decision of said case and the petitioner in the said case has also been directed to furnish Personal and Surety Bonds for the remaining amount.
5. The Petitioner submitted that the detention in question itself is illegal, which is evident from the detention order, wherein the goods and vehicle were detained by Respondent No.3 on the ground of verification of the documents and the Respondents cannot be permitted to make roving inquiries in order to justify their detention. The reasoning given in the notice proposing confiscation cannot be the basis for detention of the goods and vehicle in question as the proceedings under Section 130 are summary in nature. Moreover, the detention of vehicles in transit under Section 130 is already subject matter of challenge before this Hon'ble Court, as after January 01, 2022, Section 130 has been amended and the jurisdiction to detain vehicles in transit has been taken away under Section 130. In case there is any doubt with regard to the purchases made by the petitioner, the Respondents can undertake proceedings against the Petitioner under Section 73 or 74 of the Central GST Act/ Punjab GST Act, 2017, but cannot detain the vehicles under Section 130.

Reliefs sought by Petitioner

The Petitioner has filed the instant writ petition praying for:

- (i) Issuance of a writ in the nature of mandamus directing Respondent No. 2 to release the goods and vehicle forthwith detained by Respondent No. 3 since August 26, 2024 which have not been released till date despite repeated requests and also for the reason that the same are liable to be released in view of Rule 140 of the Central GST Rules, 2017/ Punjab GST Rules, 2017;
- (ii) Issuance of a writ in the nature of certiorari for quashing of Order for Physical Verification/Inspection of Conveyance, Goods and Documents issued in Form GST MOV-02 dated August 26, 2024 by Respondent No. 3 and the subsequent Notice for confiscation of goods and vehicle dated September 02, 2024 issued by Respondent No. 2 being illegal and in contravention to the provisions of Central GST Act/ Punjab GST Act, 2017 as the detention in question is without jurisdiction as the basis on which the detention has been made and subsequent proceedings are being undertaken are not within the purview of Section 130 of the Acts and costs.

Current Status and next date of hearing

The matter was heard on September 09, 2024 and Respondent No.1 has accepted notice for the Respondents who have sought time to seek instructions and file reply. The Hon'ble Court in the Order dated September 09, 2024 has ordered that the Petitioner may furnish the 25% of the total amount and also submit a surety bond for the remaining amount. On such deposit, the goods and vehicle shall be released. Further, the Respondents may proceed, but shall not pass the final order. The matter was last heard on December 09, 2024 and has been posted



to a later date for the reply of the Respondents. The next date of hearing in the matter is April 07, 2025. Presently the matter is pending.

2. CS 18681 /2023, M/s Bedi Steels Private Limited v. Maa Shakti Enterprises, before the Hon'ble Civil Judge Junior Division, Ludhiana

Facts of the case

1. The civil suit has been filed by M/s Bedi Steels Private Limited (Now Bedi Steels Limited) [**"Plaintiff"**] against. M/s Maa Shakti Enterprises and its partners, Shubham Kapila and Neera Kapila (**"Defendants"**) for the recovery of Rs. 2,01,843/- as both principal and interest along with pendente lite interest @24% per annum from the date of filing of the suit till realization.
2. The Defendant No.1 is a partnership firm and is engaged in the business of Steel Ingots and other allied items and the Defendant used to sell goods from time to time to the Plaintiff vide different tax invoices.
3. The Defendants used to supply poor quality and substandard goods to the Plaintiff and the Plaintiff was not satisfied with the goods supplied by the Defendants. The Plaintiff used to return the defective goods to the Defendants against proper tax invoices and debit notes and the Plaintiff used to make payment only for the correct goods to the defendant through cheques/RTGS/NEFT. The Plaintiff maintained a running ledger account in its account books in the ordinary course of business in the name of the Defendants on account of the entire business dealings with the Defendants, the Plaintiff is having an amount of Rs. 2,01,843/- as outstanding amount to be recovered from the Defendants as on August 16, 2023.
4. Although the Plaintiff requested the Defendants many times to make the payment for the due amount as the Plaintiff was no longer interested to do business with the Defendants as the Defendants did not used to provide good quality products, the Defendants did not heed to the genuine requests of the Plaintiff and kept on delaying the matter on one pretext or the other. In the last week of August 2023, the Plaintiff again approached the Defendants to repay the due amount to the Plaintiff but the Defendants flatly refused to pay the money back to the Plaintiff and remarked that the Plaintiff was free to file any case in the court of law against the Defendants but the Plaintiff will not be able to get anything from such litigation.
5. The Defendants have wrongfully and illegally withheld the due amount of the Plaintiff and committed fraud with the Plaintiff by causing wrongful loss to the Plaintiff and wrongful gains to themselves. Although the Plaintiff have run from pillar to post for recovery of the outstanding amounts, the Defendants have illegally withheld the outstanding amounts and the rate of interest that prevails in the market on the like transactions is 24% per annum. The cause of action accrued to the Plaintiff when the Plaintiff returned the goods supplied by the Defendants being the goods were of poor quality and also when the Defendants flatly refused to return the due amount to the Plaintiff and the same was still continuing against the Defendants.

Amount involved

The suit has been valued at Rs. 2,01,843/- as the principal recoverable amount and interest and pendent lite interest @24% per annum from the date of filing of the suit till realization.

Current Status and next date of hearing

The matter was last heard on February 05, 2025 and is presently listed for filing of written statement by the Defendants. Presently, the matter is pending and the next date of hearing is May 01, 2025.



C. Outstanding actions by Statutory or Regulatory Authorities against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by Statutory or Regulatory Authorities against our Company.

II. LITIGATION INVOLVING OUR GROUP ENTITY

A. Outstanding criminal litigations involving our Group Entity

Criminal litigation against our Group Entity

As on the date of this Draft Red Herring Prospectus, there are no outstanding Criminal Litigations initiated against our Group Entity.

Criminal Litigation by our Group Entity

As on the date of this Draft Red Herring Prospectus, there are no outstanding Criminal Litigations initiated by our Group Entity.

B. Civil litigations involving our Group Entity

Civil litigations against our Group Entity

As on the date of this Draft Red Herring Prospectus, there are no outstanding Civil Litigations initiated against our Group Entity.

Civil litigations initiated by our Group Entity

As on the date of this Draft Red Herring Prospectus, there are no outstanding Civil Litigations initiated by our Group Entity except as below:

1. CS 18673/2023, KK Alloys v. P.K Traders and Suppliers and its Proprietor Mr. Pravin Kumar Giri before the Hon'ble Civil Judge, Junior Division, Ludhiana

Facts of the case

1. The present civil suit has been filed by our group entity M/s K.K Alloys (“**Plaintiff**”) against M/s P.K. Traders and Suppliers and its proprietor Mr. Pravin Kumar Giri (“**Defendants**”) praying for (i) mandatory injunction directing the Defendants to produce copy of the purchase bills of the goods received by them as inputs from their respective suppliers which the Defendants further sold to the Plaintiff and (ii) decree for permanent injunction restraining the Defendants, its agents, attorneys, etc, from taking any uncalled action against the Plaintiffs and further restraining the Defendants from moving such kind of complaint against the Plaintiff before police authorities and further restraining the Defendants from recovering (if any) amount from the Plaintiff by adopting illegal, without firstly reconciling its accounts with the Plaintiff as per the laws in force.
2. The Plaintiff is a partnership firm and running their business under the name and style of M/s K.K Alloys (Unit II) with Mr. Mahesh Gupta and Mr. Prayank Gupta as partners. The Defendants is a proprietorship firm which is engaged in the business of scrap and other allied items under the name and style of M/s P.K. Traders and Mr. Pravin Kumar Giri is the proprietor of the Defendant firm.
3. The Plaintiff used to have business dealings with the Defendants as the Plaintiff used to purchase goods from the Defendants and used to pay the due amount regularly to the Defendants through its regularly maintained bank account. However, due to the change in the business environment and due to the increase in fake GST

invoices day by day, the Plaintiff wanted to ensure that all the suppliers of the Plaintiff are genuine as the Plaintiff partnership firm is a reputed firm in its line of business and did not want to associate itself with anti-social elements engaged in issuing bogus or fake GST invoices.

4. The Plaintiff contacted the Defendants over the phone and asked them to supply purchase bills which they have got from their suppliers but the Defendants did not provide any information to the Plaintiffs and did not supply copy of any of their input purchase bills to the Plaintiff against which purchase invoice/bills of the goods were supplied to the Plaintiff firm. Such act of the Defendants holding the information made the Plaintiff suspicious regarding the genuineness of the sale bills issued by the Defendants in the name of the Plaintiffs as the said bills may have been issued without purchase bills, which clearly meant that the Defendants could have issued fake bills which would in turn create problems for the Plaintiffs with the GST Department in future.
5. The Plaintiff at this stage again approached the Defendants and requested them to prove the genuineness of the sale bills issued by them by producing the copy of their purchase bills for the goods received by them as inputs, but the Defendants kept on procrastinating the matter on one pretext or the other and rather started passing threats to the Plaintiff. The Plaintiff approached the Defendants several times for reconciliation by rendering true accounts and by supplying the purchase bills of the inputs to the Plaintiff, but the Defendants did not pay any heed to any of the genuine requests of the Plaintiff. Although the Plaintiff approached the Defendants to reconcile the accounts with the Plaintiff, but the Defendants postponed the matter on one pretext or the other. Shortly, the Defendants instead of reconciling the financials between the Plaintiff and Defendants by rendering true accounts to the Plaintiff started adopting false, frivolous and coercive tactics and methods to avoid its liability and in order to build up unnecessary pressure on the Plaintiff.
6. At this stage, when the Plaintiff again approached the Defendants with a request to supply the purchase bills of the inputs received by them from their respective suppliers, the Plaintiff was astonished to see the hostile attitude of the Defendants as the Defendants openly declared that its only motive was to cheat the Plaintiff and they sounded threats to the Plaintiff stating that if the Plaintiff or its partners dared to demand anything from the Defendants, the Plaintiff would have to face dire consequences or Defendants will involve the Plaintiffs in false and frivolous cases.
7. The intentions of the Defendants were clear that they had an intention to cheat the Plaintiff from the very beginning. The Plaintiff again approached the Defendants to render the true accounts, but the Defendants continued to issue threats that if the Plaintiff dared to demand anything from the Defendants, the Defendants will involve the Plaintiffs in false and frivolous criminal cases as the Defendants had links with higher level police officials and politicians.
8. The Plaintiff fearing that if the Defendants succeed in its evil designs, the Plaintiff shall not receive any compensation and also fearing that the Defendants may institute any false or frivolous action against the Plaintiff and the threats and denial of the Defendants to render true accounts had the cause of action to institute the present suit for injunction against the Defendants and praying for (i) mandatory injunction directing the Defendants to procure copy of the purchase bills of the goods received by them as inputs from their respective suppliers which the Defendants further sold to the Plaintiff and (ii) decree for permanent injunction restraining the Defendants, its agents, attorneys, etc, from taking any uncalled action against the Plaintiffs and further restraining the Defendants from moving such kind of complaint against the Plaintiff before police authorities and further restraining the Defendants from recovering (if any) amount from the Plaintiff by adopting illegal, without firstly reconciling its accounts with the Plaintiff as per the laws in force on the basis of oral and documentary evidence and also costs.

Amount involved

This is a suit for injunction and hence the value of the suit for the purpose of court fee and jurisdiction on the relief of rendition of accounts and permanent injunction was fixed at Rs. 50/- each and a total amount of Rs.150/- was paid on the plaint.

Current Status and next date of hearing

The Hon'ble Court has recorded in its order dated March 10, 2025 that as per report of Ahlmad, the RC/AD was not filed and Plaintiff counsel has been directed to file the same within 7 days and thereafter, fresh notice to the Defendant Firm and its Proprietor Mr. Pravin Kumar Giri i.e. the Defendant No.1 and 2 be issued through RC/AD. The matter was last heard on March 10, 2025 and has been posted to May 13, 2025 for fresh summons and appearance of Defendants. The matter is presently pending.

2. CS 18687/2023, KK Alloys v. Maa Shakti Enterprises through its Partners Shubham Kapila and Neera Kapila before the Hon'ble Civil Judge, Junior Division, Ludhiana

Facts of the case

1. The civil suit has been filed by M/s KK Alloys [**"Plaintiff"**] against. M/s Maa Shakti Enterprises and its partners, Shubham Kapila and Neera Kapila (**"Defendants"**) for the recovery of Rs. 1,77,965/- as both principal and interest along with pendente lite interest @24% per annum from the date of filing of the suit till realization.
2. The Defendant No.1 is a partnership firm and is engaged in the business of Steel Ingots and other allied items and the Defendant used to sell goods from time to time to the Plaintiff vide different tax invoices. Over a period of time, the Defendants did not prove themselves to be a good client or supplier to the Plaintiff. The Defendants used to supply poor quality and substandard goods to the Plaintiff and the Plaintiff was not satisfied with the goods supplied by the Defendants.
3. The Plaintiff used to return the defective goods to the Defendants against proper tax invoices and debit notes. The Plaintiff maintained a running ledger account in its account books in the ordinary course of business in the name of the Defendants on account of the entire business dealings with the Defendants, the Plaintiff is having an amount of Rs. 1,77,965/- as outstanding amount to be recovered from the Defendants as on August 12, 2023.
4. Although the Plaintiff requested the Defendants many times to make the payment for the due amount as the Plaintiff was no longer interested to do business with the Defendants as the Defendants did not used to provide good quality products, the Defendants did not heed to the genuine requests off the Plaintiff and kept on delaying the matter on one pretext or the other. In the last week of August 2023, the Plaintiff again approached the Defendants to repay the due amount to the Plaintiff but the Defendants flatly refused to pay the money back to the Plaintiff and remarked that the Plaintiff was free to file any case in the court of law against the Defendants but the Plaintiff will not be able to get anything from such litigation. The Defendants have wrongfully and illegally withheld the due amount of the Plaintiff and committed fraud with the Plaintiff by causing wrongful loss to the Plaintiff and wrongful gains to themselves. Although the Plaintiff have run from pillar to post for recovery of the outstanding amounts, the Defendants have illegally withheld the outstanding amounts and the rate of interest that prevails in the market on the like transactions is 24% per annum.
5. The cause of action accrued to the Plaintiff when the Plaintiff returned the goods supplied by the Defendants being the goods were of poor quality and also when the Defendants flatly refused to return the due amount to the Plaintiff and the same was still continuing against the Defendants.

Amount involved in the suit

The suit has been valued at Rs.1,77,965/- as principal and interest and pendent lite interest @24% per annum from the date of filing of the suit till realization.



Current Status and next date of hearing

The Hon'ble Court has in its order dated March 06, 2025 has recorded that the case was fixed for awaiting report of RC/AD for service on the Defendant, but a period of 30 days has already elapsed and the RC/AD was not received back and the Hon'ble Court is of the considered view that Defendant is well within the knowledge of the pendency of the suit and he is intentionally avoiding the service of the summons and the service of the Defendant cannot be procured in an ordinary manner and therefore, Defendant be summoned substituted service by means of Publication in newspaper "Daily Suraj" on filing publication charges within 7 days and thereafter publication be issued for April 22, 2025. The matter was last heard on March 06, 2025 and is now fixed for publication and stands posted to April 22, 2025. The matter is presently pending.

3. CS 2621/2024, KK Alloys v. Shri Girivar Alloys Private Limited and Mr. Pravin Kumar Giri and Mr. Vicky Kumar before the Hon'ble Civil Judge, Junior Division, Ludhiana

Facts of the Case

1. The present civil suit has been filed by our group entity M/s K.K Alloys ("Plaintiff") against Shri Girivar Alloys Private Limited and Mr. Pravin Kumar Giri and Mr. Vicky Kumar ("Defendants") praying for (i) mandatory injunction directing the Defendants to produce copy of the purchase bills of the goods received by them as inputs from their respective suppliers which the Defendants further sold to the Plaintiff and (ii) decree for permanent injunction restraining the Defendants, its agents, attorneys, etc, from taking any uncalled action against the Plaintiff and further restraining the Defendants from moving such kind of complaint against the Plaintiff before police authorities and further restraining the Defendants from recovering (if any) amount from the Plaintiff by adopting illegal, without firstly reconciling its accounts with the Plaintiff as per the laws in force.
2. The Plaintiff is a partnership firm and running their business under the name and style of M/s K.K Alloys (Unit II) with Mr. Mahesh Gupta and Mr. Prayank Gupta as partners. The Defendant No.1 is a private limited company which is engaged in the business of scrap and other allied items under the name of Shri Girivar Alloys Private Limited and Mr. Pravin Kumar Giri and Mr. Vicky Kumar are the directors/manager/authorised representatives of the Defendant No.1 Company. The Plaintiff used to have business dealings with the Defendants as the Plaintiff used to purchase goods from the Defendants and used to pay the due amount regularly to the Defendants through its regularly maintained bank account. However, due to the change in the business environment and due to increase in fake GST invoices day by day, the Plaintiff wanted to ensure that the all the suppliers of the Plaintiff are genuine as the Plaintiff partnership firm is a reputed firm in its line of business and did not want to associate itself with anti-social elements engaged in issuing bogus or fake GST Tax invoices.
3. The Plaintiff contacted the Defendants over the phone and asked them to supply purchase bills which they have got from their suppliers but the Defendants did not provide any information to the Plaintiffs and did not supply copy of any of their input purchase bills to the Plaintiff against which purchase invoice/bills of the goods were supplied to the Plaintiff firm. Such act of the Defendants holding the information made the Plaintiff suspicious regarding the genuineness of the sale bills issued by the Defendants in the name of the Plaintiff as the said bills may have been issued without purchase bills, which clearly meant that the Defendants could have issued fake bills which would in turn create problems for the Plaintiffs with the GST Department in future.
4. The Plaintiff at this stage again approached the Defendants and requested them to prove the genuineness of the sale bill issued by them by producing the copy of their purchase bills for the goods received by them as inputs, but the Defendants kept on procrastinating the matter on one pretext or the other and rather started passing threats to the Plaintiff. The Plaintiff approached the Defendants several times for reconciliation by rendering true accounts and by supplying the purchase bills of the inputs to the Plaintiff, but the Defendants did not pay any heed to any of the genuine requests of the Plaintiff. Although the Plaintiff approached the



Defendants to reconcile the accounts with the Plaintiff, but the Defendants postponed the matter on one pretext or the other.

5. Shortly, the Defendants instead of reconciling the financials between the Plaintiff and Defendants by rendering true accounts to the Plaintiff, started adopting false, frivolous and coercive tactics and methods to avoid its liability and in order to build up unnecessary pressure on the Plaintiff. At this stage, when the Plaintiff again approached the Defendants with a request to supply the purchase bills of the inputs received by them from their respective suppliers, the Plaintiff was astonished to see the hostile attitude of the Defendants as the Defendants openly declared that its only motive was to cheat the Plaintiff and they sounded threats to the Plaintiff stating that if the Plaintiff or its partners dared to demand anything from the Defendants, the Plaintiff would have to face dire consequences or Defendants will involve the Plaintiffs in false and frivolous cases.
6. The intentions of the Defendants were clear that they had an intention to cheat the Plaintiff from the very beginning. The Plaintiff again approached the Defendants to render the true accounts, but the Defendants continued to issue threats that if the Plaintiff dared to demand anything from the Defendants, the Defendants will involve the Plaintiffs in false and frivolous criminal cases as the Defendants had links with higher level police officials and politicians.
7. The Plaintiff fearing that if the Defendants succeed in its evil designs, the Plaintiff shall not receive any compensation and also fearing that the Defendants may institute any false or frivolous action against the Plaintiff and the threats and denial of the Defendants to render true accounts, had the cause of action to institute the present suit for injunction against the Defendants and praying for (i) mandatory injunction directing the Defendants to produce copy of the purchase bills of the goods received by them as inputs from their respective suppliers which the Defendants further sold to the Plaintiff and (ii) decree for permanent injunction restraining the Defendants, its agents, attorneys, etc, from taking any uncalled action against the Plaintiff and further restraining the Defendants from moving such kind of complaint against the Plaintiff before police authorities and further restraining the Defendants from recovering (if any) amount from the Plaintiff by adopting illegal, without firstly reconciling its accounts with the Plaintiff as per the laws in force on the basis of oral and documentary evidence and also costs.

Amount involved

This is a suit for injunction and hence the value of the suit for the purpose of court fee and jurisdiction on the relief of rendition of accounts and permanent injunction was fixed at Rs. 50/- each and a total amount of Rs. 150/- was paid on the plaint.

Current Status and next date of hearing

The case has been last heard on March 10, 2025 and the Hon'ble Court has recorded in its order dated March 10, 2025 has recorded that RC/AD for the service of Defendant no.1 to 3 was not filed and fresh notice to Defendant no.1 to 3 be issued through RC/AD. The matter is now posted to May 13, 2025 for appearance of Defendants. The matter is presently pending.

4. **CS 2640/2024, KK Alloys v. Shri Girivar Alloys Private Limited and Mr. Pravin Kumar Giri and Mr. Vicky Kumar before the Hon'ble Civil Judge, Junior Division, Ludhiana**

Facts of the case

1. The present civil suit has been filed by our group entity M/s K.K Alloys (“**Plaintiff**”) against Shri Girivar Alloys Private Limited and Mr. Pravin Kumar Giri and Mr. Vicky Kumar (“**Defendants**”) praying for (i) mandatory injunction directing the Defendants to produce copy of the purchase bills of the goods received by them as inputs from their respective suppliers which the Defendants further sold to the Plaintiff and (ii) decree

for permanent injunction restraining the Defendants, its agents, attorneys, etc, from taking any uncalled action against the Plaintiff and further restraining the Defendants from moving such kind of complaint against the Plaintiff before police authorities and further restraining the Defendants from recovering (if any) amount from the Plaintiff by adopting illegal, without firstly reconciling its accounts with the Plaintiff as per the laws in force.

2. The Plaintiff is a partnership firm and running their business under the name and style of M/s K.K Alloys (Unit II) with Mr. Mahesh Gupta and Mr. Prayank Gupta as partners. The Defendant No.1 is a private limited company which is engaged in the business of scrap and other allied items under the name of Shri Girivar Alloys Private Limited and Mr. Pravin Kumar Giri and Mr. Vicky Kumar are the directors/manager/authorised representatives of the Defendant No.1 Company. The Plaintiff used to have business dealings with the Defendants as the Plaintiff used to purchase goods from the Defendants and used to pay the due amount regularly to the Defendants through its regularly maintained bank account. However, due to the change in the business environment and due to increase in fake GST invoices day by day, the Plaintiff wanted to ensure that all the suppliers of the Plaintiff are genuine as the Plaintiff partnership firm is a reputed firm in its line of business and did not want to associate itself with anti-social elements engaged in issuing bogus or fake GST Tax invoices.
3. The Plaintiff contacted the Defendants over the phone and asked them to supply purchase bills which they have got from their suppliers but the Defendants did not provide any information to the Plaintiffs and did not supply copy of any of their input purchase bills to the Plaintiff against which purchase invoice/bills of the goods were supplied to the Plaintiff firm. Such act of the Defendants holding the information made the Plaintiff suspicious regarding the genuineness of the sale bills issued by the Defendants in the name of the Plaintiff as the said bills may have been issued without purchase bills, which clearly meant that the Defendants could have issued fake bills which would in turn create problems for the Plaintiffs with the GST Department in future. The Plaintiff at this stage again approached the Defendants and requested them to prove the genuineness of the sale bill issued by them by producing the copy of their purchase bills for the goods received by them as inputs, but the Defendants kept on procrastinating the matter on one pretext or the other and rather started passing threats to the Plaintiff.
4. The Plaintiff approached the Defendants several times for reconciliation by rendering true accounts and by supplying the purchase bills of the inputs to the Plaintiff, but the Defendants did not pay any heed to any of the genuine requests of the Plaintiff. Although the Plaintiff approached the Defendants to reconcile the accounts with the Plaintiff, but the Defendants postponed the matter on one pretext or the other. Shortly, the Defendants instead of reconciling the financials between the Plaintiff and Defendants by rendering true accounts to the Plaintiff, started adopting false, frivolous and coercive tactics and methods to avoid its liability and in order to build up unnecessary pressure on the Plaintiff.
5. At this stage, when the Plaintiff again approached the Defendants with a request to supply the purchase bills of the inputs received by them from their respective suppliers, the Plaintiff was astonished to see the hostile attitude of the Defendants as the Defendants openly declared that its only motive was to cheat the Plaintiff and they sounded threats to the Plaintiff stating that if the Plaintiff or its partners dared to demand anything from the Defendants, the Plaintiff would have to face dire consequences or Defendants will involve the Plaintiffs in false and frivolous cases. The intentions of the Defendants were clear that they had an intention to cheat the Plaintiff from the very beginning.
6. The Plaintiff again approached the Defendants to render the true accounts, but the Defendants continued to issue threats that if the Plaintiff dared to demand anything from the Defendants, the Defendants will involve the Plaintiffs in false and frivolous criminal cases as the Defendants had links with higher level police officials and politicians. The Plaintiff fearing that if the Defendants succeed in its evil designs, the Plaintiff shall not receive any compensation and also fearing that the Defendants may institute any false or frivolous action against the Plaintiff and the threats and denial of the Defendants to render true accounts, had the cause of



action to institute the present suit for injunction against the Defendants and praying for (i) mandatory injunction directing the Defendants to produce copy of the purchase bills of the goods received by them as inputs from their respective suppliers which the Defendants further sold to the Plaintiff and (ii) decree for permanent injunction restraining the Defendants, its agents, attorneys, etc, from taking any uncalled action against the Plaintiff and further restraining the Defendants from moving such kind of complaint against the Plaintiff before police authorities and further restraining the Defendants from recovering (if any) amount from the Plaintiff by adopting illegal, without firstly reconciling its accounts with the Plaintiff as per the laws in force on the basis of oral and documentary evidence and also costs.

Amount involved

This is a suit for injunction and hence the value of the suit for the purpose of court fee and jurisdiction on the relief of rendition of accounts and permanent injunction was fixed at Rs.50/- each and a total amount of Rs.150/- was paid on the plaint.

Current Status and next date of hearing

The case has been last heard on November 12, 2024 and the Hon'ble Court has recorded in its order dated November 12, 2024 that Notice to Defendant could not be issued for want of filing of RC/AD and thereafter notice to Defendant through RC/AD be issued. The matter was further taken up on February 13, 2025 and is now posted to April 18, 2025 for fresh summons and appearance of Defendants. The matter is presently pending.

C. Outstanding actions by Statutory or Regulatory Authorities against our Group Entity

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by Statutory or Regulatory Authorities against our Group Entity.

III. LITIGATIONS INVOLVING OUR PROMOTERS

A. Outstanding criminal litigations involving our Promoters

Criminal litigation against our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigations initiated against our Promoters except as below:

1. FIR No. 198 of 2023, registered with Police Station Mandi Gobindgarh, District Fatehgarh Sahib, Punjab

A First Information Report no. 198 of 2023 dated October 08, 2023 has been lodged in Police Station Mandi Gobindgarh, Punjab against our Promoters, Mr. Mahesh Gupta and Prayank Gupta by Mr. Shubham Kapila under sections 420 and 120B of the Indian Penal Code, 1860.

Sections under which FIR has been lodged

The FIR has been lodged for cheating and criminal conspiracy under Sections 420 and 120B of the Indian Penal Code, 1860 alleging that: (i) Mr. Shubham Kapila supplied C.I mould cast iron to M/s KK Alloys in which Mr. Mahesh Gupta and Prayank Gupta, our Promoters are partners and although M/s KK Alloys made full payments against the invoiced amounts in a timely manner till January 2023, from February 2023 to July 2023, M/s KK Alloys paid fraction of the amount(s) of whatever order was placed and kept some amount outstanding; (ii) The outstanding amount accrued to Rs. 36,90,000/- and thereafter, Mr. Shubham Kapila stopped providing the material and even upon requesting to pay the outstanding amount due, M/s KK Alloys did not pay the outstanding amount. The prime allegation was that Mahesh Gupta and Prayank Gupta, our Promoters purchased goods to the tune of Rs. 36,90,000/- on credit basis and later on with the intent to cheat and defraud Mr. Shubham Kapila, refused to

pay the due amount and on being asked, the complainant, Mr. Shubham Kapila was abused and threatened and denied any payment. The investigation in the matter is continuing.

Anticipatory Bail in Bail Application No. 1194 of 2023 granted to Mr. Mahesh Gupta in the aforesaid FIR No. 198 of 2023 by the Hon'ble Addl. Sessions Judge, Fatehgarh Sahib

Our Promoter, Mr. Mahesh Gupta has obtained an anticipatory bail from the court of Hon'ble Addl. Sessions Judge, Fatehgarh Sahib in the matter under the Bail Application No. 1194 of 2023 in respect of the FIR No. 198 of 2023. In the Bail Application, it was argued by our Promoter, that the FIR was in fact a counterblast to the Civil Suit No. 18687 of 2023 before the Hon'ble Civil Court Junior Division Ludhiana (*disclosed in this Chapter*), which was filed by M/s KK Alloys against the complainant Mr. Shubham Kapila for recovery of Rs. 1,77,965/- plus pendente lite interest @24% from the date of filing of suit till the date of realization. It was submitted by Mr. Mahesh Gupta that the matter in dispute between the M/s KK Alloys/Mahesh Gupta/Prayank Gupta and M/s Maa Shakti Enterprises/Shubham Kapila is in relation to business transactions which is purely of civil nature which has been given criminal colour only to pressurize Mr. Mahesh Gupta/Mr. Prayank Gupta. Based on the contentions submitted, the anticipatory bail application of Mr. Mahesh Gupta has been allowed by the Hon'ble Addl. District Judge, Fatehgarh Sahib District vide the order dated October 19, 2023 and Mr. Mahesh Gupta has been directed to join the police investigation and asked to furnish bail bonds of Rs.1,00,000/- with one surety to the satisfaction of the concerned investigation officer/arresting officer subject to the conditions that:

- i. Mr. Mahesh Gupta shall not leave the country without prior permission of the court;
- ii. Mr. Mahesh Gupta shall not tamper with the prosecution evidence;
- iii. Mr. Mahesh Gupta shall join the investigation as and when called by the Investigating Officer

Anticipatory Bail in Bail Application No. 1195 of 2023 granted to Mr. Prayank Gupta in the aforesaid FIR No. 198 of 2023 by the Hon'ble Addl. Sessions Judge, Fatehgarh Sahib

Our Promoter Mr. Prayank Gupta has obtained an anticipatory bail from the court of Hon'ble Addl. Sessions Judge, Fatehgarh Sahib in the matter under the Bail Application No. 1195 of 2023 in respect of the FIR No. 198 of 2023. In the Bail Application, it was argued by our Promoter, that the FIR was in fact a counterblast to the Civil Suit No. 18687 of 2023 before the Hon'ble Civil Court Junior Division Ludhiana (*disclosed in this Chapter*), which was filed by M/s KK Alloys against the complainant Mr. Shubham Kapila for recovery of Rs. 1,77,965/- plus pendente lite interest @24% from the date of filing of suit till the date of realization. It was submitted by Mr. Prayank Gupta that the matter in dispute between the M/s KK Alloys/Mahesh Gupta/Prayank Gupta and M/s Maa Shakti Enterprises/Shubham Kapila is in relation to business transactions which is purely of civil nature which has been given criminal colour only to pressurize Mr. Mahesh Gupta/Mr. Prayank Gupta. Based on the contentions submitted, the anticipatory bail application of Mr. Prayank Gupta has been allowed by the Hon'ble Addl. District Judge, Fatehgarh Sahib District vide its order dated October 19, 2023 and Mr. Prayank Gupta has been directed to join the police investigation and asked to furnish bail bonds of Rs.1,00,000/- with one surety to the satisfaction of the concerned investigation officer/arresting officer subject to the conditions that:

- i. Mr Prayank Gupta shall not leave the country without prior permission of the court;
- ii. Mr Prayank Gupta shall not tamper with the prosecution evidence;
- iii. Mr. Prayank Gupta shall join the investigation as and when called by the Investigating Officer.

Directions issued by the Hon'ble High Court of Punjab and Haryana in the disposal order dated March 20, 2024 in CRM-M 14473 of 2024 filed for quashing of FIR No. 198 of 2023, Gobindgarh Mandi Police Station

Our Promoters Mr. Mahesh Gupta and Prayank Gupta ("Petitioners") had approached the Hon'ble High Court of Punjab and Haryana for the quashing of the aforesaid FIR No. 198 of 2023, lodged with Police Station Mandi Gobindgarh, Fatehgarh Sahib in the aforesaid criminal petition and the Hon'ble High Court of Punjab and Haryana has disposed of the CRM-M 14473 of 2024 vide an order dated March 20, 2024. A representation was filed by



Mahesh Gupta seeking free and impartial investigation in FIR No. 198 of 2023 as the Superintendent of Police (Detective), Fatehgarh Sahib was allegedly unnecessarily and illegally pressurizing Mahesh Gupta. The Hon'ble High Court while disposing of the Criminal Petition No. CRM-M-14473 of 2024 vide the order dated March 20, 2024 directed the Respondent Director General of Police, Punjab to consider the averments of Mahesh Gupta in the representation dated March 10, 2024 already made to the Director General of Police, Punjab seeking free and impartial investigation in the FIR No. 198 of 2023 and to dispose of the same expeditiously after giving opportunity of personal hearing to the Petitioners and to take action as warranted under the provisions of law.

2. FIR in Police Station Case No. 362 of 2023 dated July 20, 2023 registered with Bye-Pass Police Station, District Patna Bihar

A First Information Report in P.S. Case No. 362 of 2023 dated July 20, 2023 has been lodged in Police Station Bye-Pass, Patna Bihar against our Promoters, Mr. Mahesh Gupta and Prayank Gupta ("Accused") by Smt. Sindhu Devi under sections 406 and 420 of the Indian Penal Code, 1860.

Sections under which the FIR has been lodged

The FIR has been lodged for criminal breach of trust and cheating under Sections 406 and 420 of the Indian Penal Code, 1860 alleging that: (i) In the month of March 2022, M/s K.K. Alloys through its Partners Mahesh Gupta and Prayank Gupta @Priyank Gupta @Pryiansh Gupta son of Mahesh Gupta placed an order for the supply of iron scrap; (ii) After receiving the order, the informant's firm i.e. Goswami Steel Supply Company supplied iron scrap amounting to Rs.33,43,422/- for the period from March 2022 to March 2023 but inspite of receipt of the material i.e. (iron scrap) and repeated requests the Accused did not make payment for the iron scrap supplied to M/s KK Alloys; (iii) from the very beginning with an intention to commit a fraud, the Accused ordered the iron scrap from the complainant; (iv) the material was purchased through a O.D. Limit Loan Account No. 58160400000033 of Bank of Baroda, M.I. Branch, Patna on which interest was being charged every-day and that upon receipt of material, the Accused' intentions changed and it seemed as if their intention from the beginning was to commit cheating because they had purchased a third factory namely Bedi Steel, out of the amount to be paid to informant/Complainant; (v) it appeared as if the Accused were making the property by cheating the informant of the money due for supply of scrap; (vi) the informant alleged that when she repeatedly called the Accused over phone and demanded the money, the Accused used abusive language towards her and stated "forget the money, if you take any further action, then your life and liberty shall be in danger" and thereafter when the informant called them over phone, the Accused' did not pick up the call and blocked the phone as well as whatsapp number due to which the conversation between them completely stopped. The investigation in the matter is continuing.

The Accused Mr. Mahesh Gupta and Prayank Gupta @ Priyank Gupta @ Pryiansh Gupta, have filed a Criminal Miscellaneous Petition No. 69489 of 2024 before the Hon'ble High Court of Judicature at Patna (*disclosed in this Chapter*) praying for the quashing of the aforesaid FIR No. 362 of 2023. The Hon'ble High Court has heard the Criminal Miscellaneous Petition No. 69489 of 2024 and vide an order dated September 26, 2024 has ordered notice to Respondent No. 2 (Complainant) by registered cover with A/D as well as ordinary process and has also ordered that during the pendency of the petition, further proceedings of the concerned court in connection with Bypass P.S. Case No. 362 of 2023 shall remain stayed and no coercive steps shall be taken against the petitioners i.e. Accused Mr. Mahesh Gupta and Prayank Gupta @ Priyank Gupta @ Pryiansh Gupta till further orders. The Criminal Miscellaneous Petition has been directed to be listed on March 27, 2025. The next date is yet to be updated on the court website. Presently the matter is pending.

3. FIR in Police Station Case No. 326 of 2023 dated September 12, 2023 registered with Kalyanpur Police Station, District East Champaran Bihar

A First Information Report in P.S. Case No. 326 of 2023 dated September 12, 2023 has been lodged in Police Station Kalyanpur, East Champaran, Bihar against our Promoters, Mr. Mahesh Gupta and Prayank Gupta (“Accused”) by Mr. Praveen Kumar Giri under sections 406 and 420 of the Indian Penal Code, 1860.

Sections under which the FIR has been lodged

The FIR has been lodged for criminal breach of trust and cheating under Sections 406 and 420 of the Indian Penal Code, 1860 alleging that: (i) In the month of March 2022, M/s K.K. Alloys through its Partners Mahesh Gupta and Prayank Gupta @Priyank Gupta @Pryiansh Gupta son of Mahesh Gupta placed an order for the supply of iron scrap; (ii) After receiving the order, the informant’s firm i.e. Goswami Steel Supply Company supplied iron scrap amounting to Rs. 22,75,677/- for the period from March 2022 to March 2023 but inspite of receipt of the material i.e. (iron scrap) and repeated requests the Accused did not make payment for the iron scrap supplied to M/s KK Alloys; (iii) from the very beginning with an intention to commit a fraud, the Accused ordered the iron scrap from the Complainant; (iv) the material was purchased through a O.D. Limit Loan Account No. 58160400000033 of Bank of Baroda, M.I. Branch, Patna on which interest was being charged every-day and that upon receipt of material, the Accused’ intentions changed and it seemed as if their intention from the beginning was to commit cheating because they had purchased a third factory namely Bedi Steel, out of the amount to be paid to informant; (v) it appeared as if the Accused were making the property by cheating the informant of the money due to him for supply of scrap; (vi) the informant alleged that when he repeatedly called the Accused over phone and demanded the money, the Accused used abusive language towards him and stated “forget the money, if you take any further action, then your life and liberty shall be in danger” and thereafter when the informant called them over phone, the Accused’ did not pick up the call and blocked the phone as well as WhatsApp number due to which the conversation between them completely stopped; (vii) the informant alleged that he tried to get a meeting of the local person but the Accused refused the same. The investigation in the matter is continuing.

The Accused Mr. Mahesh Gupta and Prayank Gupta @ Priyank Gupta @Pryiansh Gupta, have filed a Criminal Miscellaneous Petition No. 70625 of 2024 before the Hon’ble High Court of Judicature at Patna (disclosed in this Chapter) praying for the quashing of the aforesaid FIR No. 326 of 2023. The Hon’ble High Court has heard the Criminal Miscellaneous Petition No. 70625 of 2024 and vide an order dated October 07, 2024 has ordered notice to Respondent No. 2 (Complainant) by registered cover with A/D as well as ordinary process and has also ordered that during the pendency of the petition, no coercive steps shall be taken against the petitioners i.e. Accused Mr. Mahesh Gupta and Prayank Gupta @Priyank Gupta @Pryiansh Gupta in connection with Kalyanpur P.S. Case No. 326 of 2023. The Criminal Miscellaneous Petition has been directed to be listed on April 03, 2025. Presently the matter is pending.

Criminal exposures for our Promoter, Mr Mahesh Gupta in the disposal orders of COMA 5482 of 2023, before the Hon’ble Judicial Magistrate First Class, Ludhiana and in CHA 1502 of 2024 before the Hon’ble Judicial Magistrate First Class, Ludhiana

- i. The Hon’ble Judicial Magistrate First Class, Ludhiana vide the order dated November 12, 2024 in COMA 5482 of 2023 directed our Promoter, Mahesh Gupta to pay a total fine of Rs. 10,000/- for the offence under Section 92 of the Factories Act. The Hon’ble Court has recorded in the order dated November 12, 2024 that the fine amount has been paid and the bail bond has been discharged.
- ii. The Hon’ble Judicial Magistrate First Class, Ludhiana in CHI 1502 of 2024 arising out of the FIR No. 26 dated January 26, 2023 u/s 336 of the Indian Penal Code, 1860 registered with P.S. Sahnawal, Ludhiana, vide order dated November 12, 2024, has held that ends of justice would be met if our Promoter, Mahesh Gupta pays cost of prosecution of Rs. 5000/- which has been done, and that he be kept on probation for a



period of six months against furnishing of personal bonds in the sum of Rs. 10,000/- during which he will keep peace and display good behaviour.

Criminal litigations initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal litigations initiated by our Promoters except as under:

1. Criminal Miscellaneous Petition No. 70625 of 2024, Mahesh Gupta and Prayank Gupta @ Priyank Gupta @ Pryiansh Gupta v. State of Bihar and Mr. Praveen Kumar Giri, before the Hon'ble High Court of Judicature at Patna

The Criminal Miscellaneous Petition No. 70625 of 2024 has been filed by our Promoters Mahesh Gupta and Prayank Gupta @ Priyank Gupta @ Pryiansh Gupta (“**Petitioners**”) against the State of Bihar and Mr. Praveen Kumar Giri (“**Respondents**”) before the Hon'ble High Court of Judicature at Patna under Section 482 of the Code of Criminal Procedure, 1973 for quashing the FIR in Police Station Case No. 326 of 2023 dated September 12, 2023 registered with Kalyanpur Police Station, District East Champaran Bihar (disclosed in this Chapter).

Contentions put forth by the Petitioners/Accused /Promoters Mahesh Gupta and Prayank Gupta @ Priyank Gupta @ Pryiansh Gupta in the Criminal Miscellaneous Petition No. 70625 of 2024

1. The Petitioners have contended that they are innocent and have been falsely implicated in the instant case by the Complainant with a view to arm twist the Petitioners to concede to the demands of the informant/Complainant.
2. The allegations levelled in the FIR are pre dominantly of civil nature and arise out of a dispute with regard to the supply of goods/iron scrap by the Complainant to the Petitioners. The Petitioners lawfully demanded GST Receipts and Purchase Bills regarding charging of 18% GST on the amount of the materials purchased by the Petitioners but the Complainant refused to supply the said GST receipts and purchase bills and for this reason with a view to exert undue pressure, a false criminal case has been lodged by the Informant/Complainant.
3. The Complainant never gave any GST receipts to the Petitioners and the Complainant/Informant have usurped the amount after taking the same from the Petitioners and the Informant and spouse have not deposited the amount of GST with the Government/GST Department in Bihar or in Delhi and have embezzled the said amount for their business and benefits resulting in unjust enrichment to them and rather the informant/Complainant has committed embezzlement of government money by not depositing the GST amount received from the Petitioners.
4. Forced by the circumstances, when the Complainant/Informant and spouse stopped paying any heed the Petitioners filed Civil Suit No. 18673 of 2023 titled “K.K Alloys (Unit 2) versus P.K. Traders and Suppliers and Ors” pending before the Hon'ble Civil Judge (J.D.) Ludhiana” (*disclosed in this Chapter*) and Civil Suit No. 18695 of 2023 titled as “K.K Alloys Versus Goswami Steel Supply Company” pending before the Court of Hon'ble Civil Judge (J.D), Ludhiana” (*disclosed in this Chapter*).
5. The Informant/Complainant and his wife are not appearing in the aforesaid civil suits intentionally and for this reason so as to circumvent the entire process, the Complainant has lodged the FIR as a counterblast against the Petitioners to exert undue pressure so that the Petitioners do not demand the GST receipts and Purchase Bills and the payment of GST amounts which have been charged @18% from the Petitioners should go unnoticed irrespective of the fact whether the Complainant/Informant and spouse have deposited the crores of rupees with the GST Department or not and misused the same for their own benefit. The Complainant and spouse have committed a fraud with the Petitioners and also with the GST Dept./Govt. of India by charging GST @18% for the material supplied to the Petitioners which amount runs into crores of rupees.
6. The Complainant's spouse has also lodged another FIR 362 of 2023 dated 20.07.2023 with Bye Pass Police Station, Patna (*disclosed in this Chapter*) under Sections 406 and 420 of IPC, 1860 and the Petitioners have been made to suffer unnecessarily and FIRs were registered against them but the Petitioners have paid the

entire amount as wrongfully claimed by the informant/Complainant and spouse and have paid over Rs. 56,00,645/- to the informant and spouse and no dues are pending.

7. A compromise has been also filed in the present case in and at present there are no dues and the Complainant and spouse had agreed that they would also file a compromise in the FIR No. 362 of 2023 but the Complainant/Informant in order to extort more money have started demanding for payment of a few more lakh.
8. The Petitioners have been framed illegally by filing false FIR under Section 406 and Section 420 IPC together even though the dispute is with regard to the settlement of accounts and is of civil nature and to support its contention, the Petitioners have cited the decision in Bhajan Lal [1992 SCC (Cri) 426] of the Hon'ble Supreme Court of India.

Current Status of the Criminal Miscellaneous Petition No. 70625 of 2024 and Next Date of Hearing

The Hon'ble High Court has heard the Criminal Miscellaneous Petition No. 70625 of 2024 and vide an order dated October 07, 2024 has ordered notice to Respondent No. 2 (Complainant Praveen Kumar Giri) by registered cover with A/D as well as ordinary process and has also ordered that during the pendency of the petition, no coercive steps shall be taken against the Petitioners i.e. Accused Mr. Mahesh Gupta and Prayank Gupta @ Priyank Gupta @Pryiansh Gupta in connection with Kalyanpur P.S. Case No. 326 of 2023. The Criminal Miscellaneous Petition has been directed to be listed on April 03, 2025. Presently the matter is pending.

2. Criminal Miscellaneous Petition No. 69489 of 2024, Mahesh Gupta and Prayank Gupta @ Priyank Gupta @ Pryiansh Gupta v. State of Bihar and Smt. Sindhu Devi, before the Hon'ble High Court of Judicature at Patna

The Criminal Miscellaneous Petition No. 69489 of 2024 has been filed by our Promoters Mahesh Gupta and Prayank Gupta @ Priyank Gupta @ Pryiansh Gupta (“**Petitioners**”) against the State of Bihar and Smt. Sindhu Devi (“**Respondents**”) before the Hon'ble High Court of Judicature at Patna under Section 482 of the Code of Criminal Procedure, 1973 for quashing the FIR in Police Station Case No. 362 of 2023 dated July 20, 2023 registered with Bye-Pass Police Station, District Patna, Bihar (*disclosed in this Chapter*).

Contentions put forth by the Petitioners/Accused /Promoters Mahesh Gupta and Prayank Gupta @ Prayank Gupta @ Pryiansh Gupta in the Criminal Miscellaneous Petition No. 69489 of 2024

1. The Petitioners have contended that they are innocent and have been falsely implicated in the instant case by the Complainant with a view to arm twist the Petitioners to concede to the demands of the informant/Complainant.
2. The allegations levelled in the FIR are pre dominantly of civil nature and arise out of a dispute with regard to the supply of goods/iron scrap by the Complainant to the Petitioners. The Petitioners lawfully demanded GST Receipts and Purchase Bills regarding charging of 18% GST on the amount of the materials purchased by the Petitioners but the Complainant refused to supply the said GST receipts and purchase bills and for this reason with a view to exert undue pressure, a false criminal case has been lodged by the Informant/Complainant.
3. The Complainant never gave any GST receipts to the Petitioner and the Complainant/Informant have usurped the amount after taking the same from the Petitioners and the Informant and spouse have not deposited the amount of GST with the Government/GST Department in Bihar or in Delhi and have embezzled the said amount for their business and benefits resulting in unjust enrichment to them and rather the information/Complainant has committed embezzlement of government money by not depositing the GST amount received from the Petitioners.
4. Forced by the circumstances, when the Complainant/Informant and spouse stopped paying any heed, the Petitioners filed Civil Suit No. 18673 of 2023 titled “K.K Alloys (Unit 2) versus P.K. Traders and Suppliers and Ors” pending before the Hon'ble Civil Judge (J.D.) Ludhiana” (*disclosed in this Chapter*) and Civil Suit No. 18695 of 2023 titled as “K.K Alloys Versus Goswami Steel Supply Company” pending before the Court of Hon'ble Civil Judge (J.D), Ludhiana” (*disclosed in this Chapter*).



5. The Informant/Complainant and spouse are not appearing in the aforesaid civil suits intentionally and for this reason so as to circumvent the entire process, the Complainant has lodged the FIR as a counterblast against the Petitioners to exert undue pressure so that the Petitioners do not demand the GST receipts and Purchase Bills and the payment of GST amounts which have been charged @18% from the Petitioners should go unnoticed irrespective of the fact whether the Complainant/Informant and spouse have deposited the crores of rupees with the GST Department or not and misused the same for their own benefit. The Complainant and spouse have committed a fraud with the Petitioners and also with the GST Dept./Govt. of India by charging GST @18% for the material supplied to the Petitioners which amount runs into crores of rupees.
6. The Complainant's spouse has also lodged another FIR No. 326 of 2023 dated September 12, 2023 with Kalyanpur Police Station (*disclosed in this Chapter*) under Sections 406 and 420 of IPC, 1860 and the Petitioners have been made to suffer unnecessarily and FIRs were registered against them but the Petitioners have paid the entire amount as wrongfully claimed by the informant/Complainant and spouse and have paid over Rs. 56,00,645/- to the informant and spouse and no dues are pending.
7. A compromise has been also filed in the FIR in Police Case No. 326 of 2023 in and at present there are no dues and after the Complainant and spouse had agreed that they would also file a compromise in the present case but the Complainant/Informant in order to extort more money have started demanding for payment of a few more lakh.
8. The Petitioners have been framed illegally by filing false FIR under Section 406 and Section 420 IPO together even though the dispute is with regard to the settlement of accounts and is of civil nature and to support its contention, the Petitioners have cited the decision in Bhajan Lal [1992 SCC (Cri) 426] of the Hon'ble Supreme Court of India.

Current Status of the Criminal Miscellaneous Petition No. 69489 of 2024 and Next Date of Hearing

The Hon'ble High Court has heard the Criminal Miscellaneous Petition No. 69489 of 2024 and vide an order dated September 26, 2024 has ordered notice to Respondent No. 2 (Complainant) by registered cover with A/D as well as ordinary process and has also ordered that during the pendency of the petition, further proceedings of the concerned court in connection with Bypass P.S. Case No. 362 of 2023 shall remain stayed and no coercive steps shall be taken against the petitioners i.e. Accused Mr. Mahesh Gupta and Prayank Gupta @ Priyank Gupta @ Priyansh Gupta till further orders. The Criminal Miscellaneous Petition has been directed to be listed on March 27, 2025. The next date is yet to be updated on the court website. Presently the matter is pending.

B. Outstanding civil litigations involving our Promoters

Civil litigations against our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding Civil Litigations initiated against our Promoters.

Civil litigations initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding Civil Litigations initiated by our Promoters.

C. Outstanding actions by Statutory or Regulatory authorities against our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by Statutory or Regulatory authorities against our Promoters.



V. LITIGATIONS INVOLVING OUR DIRECTORS

A. Criminal litigations involving our Directors

Criminal litigations against our Directors

1. For details in relation to the FIR No. 198 of 2023, Gobindgarh Mandi Police Station registered against our Managing Director -Prayank Gupta and Chairman and Whole Time Director - Mahesh Gupta, please refer to the sub-section titled “*Criminal Litigation against our Promoters*” beginning on page 263.
2. For details in relation to the anticipatory Bail Applications with BA No.1194 of 2023 and Bail Application No.1195 of 2023 disposed of in favour of our Chairman and Whole Time Director - Mahesh Gupta and Managing Director -Prayank Gupta respectively, please refer to the sub-section titled “*Criminal Litigation against our Promoters*” beginning on page 263.
3. For details in relation to the directions issued by the Hon’ble High Court of Punjab and Haryana in the disposal order dated March 20, 2024 in CRM-M 14473 of 2024 filed by our Managing Director -Prayank Gupta and Chairman and Whole Time Director - Mahesh Gupta for quashing of FIR No. 198 of 2023, Gobindgarh Mandi Police Station, please refer to the sub-section titled “*Criminal Litigation against our Promoters*” beginning on page 263.
4. For details in relation to the FIR No. 362 of 2023 dated 20.07.2023 registered with Bye-Pass Police Station, District Patna, Bihar against our Managing Director -Prayank Gupta and Chairman and Whole Time Director - Mahesh Gupta, please refer to the sub-section titled “*Criminal Litigation against our Promoters*” beginning on page 263.
5. For details in relation to the FIR No. 326 of 2023 dated 12.09.2023 registered with Kalyanpur Police Station, District East Champaran, Bihar against our Managing Director -Prayank Gupta and Chairman and Whole Time Director - Mahesh Gupta, please refer to the sub-section titled “*Criminal Litigation against our Promoters*” beginning on page 263.
6. For details in relation to the Criminal exposures for our Director, Mahesh Gupta in the disposal orders of COMA 5482 of 2023 before the Hon’ble Judicial Magistrate First Class, Ludhiana and in CHA 1502 of 2024 before Hon’ble Judicial Magistrate First Class, Ludhiana, respectively, please refer to the sub-section titled “*Criminal Litigation against our Promoters*” beginning on page 263.

Criminal litigations by our Directors

1. For details in relation to the Criminal Miscellaneous Petition No. 70625 of 2024 instituted by our Managing Director -Prayank Gupta and Chairman and Whole Time Director - Mahesh Gupta against State of Bihar and Mr. Praveen Kumar Giri before the Hon’ble High Court of Judicature at Patna, please refer to the sub-section titled “*Criminal litigations initiated by our Promoters*” beginning on page 267.
2. For details in relation to the Criminal Miscellaneous Petition No. 69489 of 2024 instituted by our Managing Director -Prayank Gupta and Chairman and Whole Time Director - Mahesh Gupta against State of Bihar and Smt. Sindhu Devi before the Hon’ble High Court of Judicature at Patna, please refer to the sub-section titled “*Criminal litigations initiated by our Promoters*” beginning on page 267.



B. Civil litigations involving our Directors.

Civil litigations against our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil litigations initiated against our Directors

Civil litigations initiated by our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil litigations initiated by our Directors

C. Outstanding actions by Statutory or Regulatory Authorities against our Directors

As on the date of this Draft Red Herring Prospectus there are no outstanding actions initiated by the Statutory or Regulatory Authorities against our Directors.

VI. LITIGATION INVOLVING KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT OF THE COMPANY

A. Outstanding criminal litigations involving the Key Managerial Personnel and Senior Management of the Company

Criminal litigation against the Key Managerial Personnel and Senior Management of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding Criminal Litigations initiated against the Key Managerial Personnel and Senior Management of the Company (KMPs and SMs Other than Promoters and Directors).

For details in relation to the Criminal Litigations against our Managing Director -Prayank Gupta and Chairman and Whole Time Director - Mahesh Gupta, please refer to the sub-section titled “*Criminal Litigations against our Promoters*” beginning on page 263.

Criminal litigations initiated by the Key Managerial Personnel and Senior Management of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding Criminal Litigations initiated by the Key Managerial Personnel and Senior Management of the Company (KMPs and SMs Other than Promoters and Directors).

For details in relation to the Criminal Litigations initiated by our Managing Director -Prayank Gupta and Chairman and Whole Time Director - Mahesh Gupta, please refer to the sub-section titled “*Criminal Litigations by our Promoters*” beginning on page 267.

B. Civil litigations involving the Key Managerial Personnel and Senior Management of the Company

Civil litigations against the Key Managerial Personnel and Senior Management of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding Civil Litigations initiated against our Key Managerial Personnel and Senior Management of the Company.

Civil litigations initiated by the Key Managerial Personnel and Senior Management of the Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding Civil Litigations initiated by the Key Managerial Personnel and Senior Management of the Company.

C. Outstanding actions by Statutory or Regulatory Authorities against the Key Managerial Personnel and Senior Management of the Company (Other than Promoters and Directors).

As on the date of this Draft Red Herring Prospectus there are no outstanding actions initiated by the Statutory or Regulatory Authorities against the Key Managerial Personnel and Senior Management of the Company.

Tax proceedings

(Rs. in Lakhs)

Particulars	Number of cases	Amount involved*
Our Company		
Direct Tax	02	73.03
Indirect Tax	04	62.56
Group Entities		
Direct Tax	03	656.53
Indirect Tax	NIL	NIL*
Total	09	792.11

*As ascertainable at present

Material Tax Matters

Litigation involving our Company

Direct Tax (Bedi Steels Limited)

Bedi Steels Limited has received demand notices from the Income Tax Authorities, the details and status of which is provided as below:

Assessment year	Demand Reference No.	Amount (in Rs.)	Current Status/Action taken by the Company
2019-2020	2023201937005143505C	Rs.71,63,492/-	Appeal has been filed by the Company with the Joint Commissioner (Appeals)/Commissioner of Income-tax (Appeals) in Form 35 vide Acknowledgement No. 157130620280324 dated March 28, 2024. It has been pleaded in the appeal that assessment order passed u/s 147 r/w/s. 144 r/w/s. 144B of the Income Tax Act, 1961 by the Assessment Unit, Income Tax Department is against law and facts on the file in as much as the Assessment Unit was not justified to compute the total income of the appellant at Rs. 1,13,80,549/- as against returned income of the appellant at Rs. 36,96,706/-. That the assessment framed is bad in law in as much as the same has been completed against the principles of natural justice. The appeal is under consideration with the Dept. Presently the matter is pending.
2019-2020	2023201937005143516C	Rs. 1,39,650/-	This demand is related to the above matter and once the main appeal in the aforesaid matter is



			decided, the present demand shall be also disposed of accordingly.
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Income Tax Dept. Notices for Assessment Proceedings

Bedi Steels Limited has received notices from the Income Tax Authorities for assessment proceedings for the AY 2023-24, the details of which is as below:

Assessment year	DIN No.	Section	Date of issue of communication	Current Status/Action taken by the Company
2023-2024	ITBA/AST/S/133(6)/2024-25/1070133738(1) dated 06.11.2024	Section 133(6)	November 06, 2024	Our Company has submitted an online response vide Acknowledgement No. 694825561121124 and along with response has uploaded the acknowledgement and computation of income for Bedi Steels Limited for the AY 2023-24, and the details of the goods purchased/sold during the FY 2022-23 including the information on the TDS deducted, copies of the relevant bills, relevant sections of the Bank statements, copies of the TDS challan.

Indirect Tax (Bedi Steels Limited)

Bedi Steels Limited has received demand notices from the GST Department, the details and status of which is provided below:

Tax period/ FY	Reference No.	Date	Demand Notice Amount, if any (in Rs.)	Current Status/Action taken by the Company
FY 2020-21	ZD030824029232R (Form GST DRC-07) Dated 22.08.2024	August 22, 2024	Rs. 1,00,000/-	A Show cause notice bearing reference No. ZD030724026337K dt. July 29, 2024 in Form GST DRC01 was issued by the GST Dept. against the Company and thereafter a demand notice bearing Ref. No. ZD030824029232R dated August 22, 2024 was issued with a demand of Rs. 1,00,000/-. The Company has filed an appeal in Form GST APL-01 against the demand submitting that Audit has already been conducted and FAR has been issued in which all the points has been dropped and all the

				<p>explanation in respect to query has been addressed and after wide verification of relevant documents, the GST department raised the demand and as the Audit is conducted and completed in all respects, the Company has prayed to close the penalty proceedings, rectify the order as all the queries raised at the time of audit has already been concluded and further prayed that the penalty proceedings are also liable to be dropped. Presently the matter is pending.</p>
<p>Tax period April 2018 to March 2019</p>	<p>ZD0304240729881 dt. April 30, 2024 (Form GST DRC-07)</p>	<p>April 30, 2024</p>	<p>Rs. 11,66,368/- <i>(Principal Demand in Form GST DRC07 is of Rs. 12,34182/- and an amount of Rs.67,814/- has been pre-deposited against the demand vide Appeal Ack. No. AD030824004641I, therefore Rs.11,66,368/-)</i></p>	<p>Appeal has been filed in the matter in GST APL- 01 on August 17, 2024 against the demand. The facts are that the GST Dept. after scrutiny issued notice in Form GST ASMT-10 vide Ref. ZD031223009140D dt. December 11, 2023. Thereafter, a Show Cause Notice was issued in Form GST DRC-01 vide Ref. No. ZD030124041377T dt. January 31, 2024. Thereafter, the Dept. issued order in form DRC-07 vide Ref. ZD0304240729881 dated April 30, 2024 with a demand of Rs. 12,34,182/-. The matter is pending for determination by the Dept. The matter is currently pending.</p>
<p>July 2017 to March 2018</p>	<p>ZD0305230141336 dt. May 30, 2023</p>	<p>May 30, 2023</p>	<p>Rs. 9,47,316/- <i>(Principal Demand in Form GST DRC07 is of Rs. 9,77,876/- and an amount of Rs.30,560/- has been pre-deposited against the demand</i></p>	<p>Appeal has been filed in the matter in GST APL- 01 on November 04, 2024 against the demand contending that the Company has correctly discharged its liabilities and availed GST correctly and therefore the demand of interest and penalty is not sustainable and is liable to be dropped. The facts are that the GST Dept. after scrutiny</p>

			<i>vide Appeal Ack.No. AD0311240131208)</i>	issued notice in GST ASMT-10 with Ref. ZD0310220069323 dt. October 19, 2022. A show cause Notice was issued in Form GST DRC-01 vide Ref. ZD030323005210H dated March 10, 2023. Thereafter, the department issued order in form DRC-07 vide Ref. No. ZD0305230141336 dt. May 30, 2023 with a demand of Rs. 9,77,876/-. The appeal is under consideration with the Dept. Presently the matter is pending.
Tax period from April 2018 - March 19	ZA030319010668M dt. March 19, 2019 in Form GST DRC-07	March 19, 2019	Rs. 40,41,966/- <i>(Principal Demand in Form GST DRC07 is of Rs. 42,36,448/- and an amount of Rs.1,94,482/- has been pre-deposited against the demand for preferring the appeal, therefore Rs.40,41,966/-)</i>	Appeal has been filed with the GST Department in Form GST APL-01 pleading that the order is illegal, unjust, wrong, arbitrary and against law and the jurisdictional officer was wrong in issuing GST DRC 07 against non-compliance to the third notice when proper reply to their earlier show cause Notice had been already given by the Company and it has been wrongly alleged that the ingenuine ITC was claimed by the Company. Presently, the matter is pending.

Notices from GST Department (Bedi Steels Limited)

Bedi Steels Limited has received notices from the GST Dept. the details of which are as below:

Tax period	Reference No.	Date	Current Status/Action taken by the Company
Tax period April 22-March 2023 F.Y. 2022-23	ZD0311240007319 Form GST DRC – 01	November 04, 2024	A show cause notice in Form GST DRC-01 bearing Ref No. ZD0311240007319 dt. November 04, 2024 has been issued by the GST Dept why demand of Rs.13,85,144/- should not be levied. The Company has filed a reply dated December 24, 2024 submitting <i>inter-alia</i> that the evidence which the Authority tends to rely upon may kindly be confronted to the Company/taxable person and further that circular No. 171/3/2022/GST, dated- July 06, 2022 has categorically laid down at point 2 of the chart incorporated in the said circular that when there is underlying supply of goods or services or both to a taxable person then no action u/s 73 or 74 or 122 of the GST Act can be taken against such bonafide

			recipient of goods. The Company has prayed that notice may be dropped and an opportunity of being heard may kindly be granted as per section 75(4) of the CGST Act, 2017. Further communication in the matter is awaited. Presently the matter is pending.
Tax period 2023-24 FY 2023-24	ZD030824001408Q dt. August 01, 2024 in Form DRC01-A	August 01, 2024	A intimation of ascertained tax demand of Rs. 1,04,61,014/-has been intimated to the Company in Form DRC01A bearing Ref. No. ZD030824001408Q dt. August 01, 2024 calling upon the Company to provide any submissions against the ascertained demand amount. The aforesaid notice is followed up by Show Cause Notice in Form GST DRC01 with Ref. No. ZD030924005078L dt. September 10, 2024. All the requisite documents have been physically submitted to the concerned officer, however no further communication has been received from the GST department in this regard. Further communication in the matter is awaited. Presently, the matter is pending.

Litigation involving our Directors/Promoter

Direct Tax

NIL

Litigation involving our Group entities

Direct Tax for M/s KK Alloys

Our group entity M/s KK Alloys has received demand notices from the Income Tax Authorities, the details and status of which is provided as below:

A.Y.	Demand Reference No. and date	Amount (in Rs.)	Current Status/Action taken by the Company
2022-23	2023202237246281493T Dt. March 23, 2024	Rs.6,47,71,750/-	Appeal has been filed in Form 35 with the Joint Commissioner (Appeals)/the Commissioner of Income-tax (Appeals) on May 01, 2024 with the Acknowledgement No. 195740550010524. There is a delay of 7 days in the filing of the appeal and Assessee has requested that the delay in filing of appeal of 7 days may kindly be condoned. It has been submitted that the date of the assessment order was March 23, 2024 and the Assessee had duly filled up all the particulars of Form 35 including deposit of challan of Rs.1000/-, however, due to the technical difficulties in the e-verification of the Form the same could not be submitted and moreover, the Digital Signatures of the director of the Assessee was also misplaced and as soon as the same has been found, the said DSC of the Director was registered then only. Therefore, the delay was

			owing to some technical and clerical errors. Further communication from the Dept. is awaited.
2022-23	2024202240418834366T Dt. September 19, 2024	Rs.1,50,000/-	This demand amount is related to the above matter and is against the interest amount of the same Assessment Year. After conclusion/decision of the appeal, this demand will also get extinguished/disposed of. Further communication from the Dept. is awaited.
2022-23	2023202237246281493T Dt. March 23, 2024	Rs.7,30,780/-	This demand is related to the above matter and once the main appeal in the aforesaid matter is decided, the present demand shall be also disposed of. Further communication from the Dept. is awaited.

Our group entity M/s KK Alloys has received the following notices from the Income Tax Authorities against its TAN: JLDK04051F, the details and status of which is provided as below:

Demand relates to which Assessment year	DIN & Letter No	Date	Demand Notice Amount (in Rs.)	Current Status
2022-23	ITBA/COM/F/17/2024-25/1068551798(1)	September 11, 2024	Rs. 8,21,725/-	There are certain unconsumed challans amounting to Rs.22,80,194/- available on TRACES against the TAN: JLDK04051F. KK Alloys is in the process of reconciling the available/unconsumed challans with the demand amount, subject to approval from the Income Tax Authorities. KK Alloys is pursuing the matter with the Income Tax Authorities. Presently, the matter is pending.

Indirect Tax (KK Alloys)

Notices from GST Dept. {KK Alloys (Unit I)}

Our group entity, KK Alloys (Unit I) has received notices from the GST Department, the details and status of which is provided as below:

Notice relates to which Tax period	Reference No.	Date	Current Status /Action taken by the Company
Tax period Apr.20-Mar 21 FY 20-21	ZD031024008277X Form GST ASMT-10	October 18, 2024	The GST Dept. has issued a notice in Form GST ASMT 10 asking M/s KK Alloys to explain reason for discrepancies for the difference for allegedly availing ineligible ITC of Rs. 23,32,838/-. A Reply dated

			October 24, 2024 to notice has been filed vide ARN: ZD031024011938Q 24/10/2024. It has been largely submitted that objection is vague, non-speaking and does not enable the taxable person to tender plausible explanation for the allegation levelled in the notice as the allegation mentions that the dealers are cancelled from back date that is they are cancelled before issuing invoices to the supplier but does not mention name or GSTIN of such allegedly retrospectively cancelled suppliers It has been prayed that the business premises may kindly be re-verified and the taxable person i.e. M/s KK Alloys be granted an opportunity to prove that it is a bona fide recipient as per circular 171 as no action is called against the said taxable person and the notice may kindly be dropped as a legal right cannot be taken away without the procedure of law. Further communication from the GST Dept. is awaited.
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Notices from the GST Dept. {KK Alloys (Unit II)}

Our group entity, KK Alloys (Unit II) has received notices from the GST Department, the details and status of which is provided as below:

Notice relates to which Tax period	Reference No.	Date	Current Status/Action taken by the Company
Tax period April 2020 to March 2021	ZD0310240082834 dt. October 18, 2024 Notice for Intimating discrepancies in return in Form GST ASMT-10	October 18, 2024	The GST Dept. has issued a notice in Form GST ASMT-10 intimating discrepancies in return claiming that there is a difference of Rs. 16,11,607/- asking M/s KK Alloys to explain the reasons for the discrepancies. M/s KK Alloys has submitted a response dated October 24, 2024 denying that there is no difference in output tax liability in GSTR 1 and E-way bill. It has been prayed that the business premises may kindly be re-verified and the taxable person i.e. M/s KK Alloys be granted an opportunity to prove that it is a bona fide recipient as per circular 171 as no action is called against the said taxable person and the notice may kindly be dropped as a legal right cannot be taken away without the procedure of law. Further communication from the GST Dept. is awaited.

Outstanding dues to creditors

Our Board, in its meeting held on March 24, 2024 has considered and adopted the Materiality Policy. In terms of the Materiality Policy, creditors of our Company, to whom an amount exceeding 100.00 lakh as on the date of the latest Restated Financial Statements was outstanding, were considered 'material' creditors.

As per the latest Restated Financial Statements, our total trade payables as on March 31, 2024 was Rs. 1,751.94 lakhs and accordingly, creditors to whom outstanding dues exceed Rs. 100.00 lakhs have been considered as 'material' creditors for the purposes of disclosure in this Draft Red Herring Prospectus.



Based on this criteria, details of outstanding dues owed as on September 30, 2024 by our Company are set out below:

(Rs. in Lakhs)

Types of creditors	Number of creditors	Amount involved
Micro, small and medium enterprises	25	825.38
Material Creditors	9*	2,863.63
Other Creditors	27	625.66
Total Creditors	59	3,565.96

**Includes 2 creditors who are classified as Micro, Small and Medium Enterprises.*



GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.

In view of the approvals listed below, we can undertake this Issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/registrations/approvals/consents/permissions from the Government and various other Government agencies required for its present business.

INCORPORATION DETAILS OF THE COMPANY

1. The Company was incorporated on September 04, 1990, as 'Bedi Steels Private Limited', a private limited company under the Companies Act, 1956, pursuant to a Certificate of Incorporation issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh.
2. Subsequently, pursuant to a resolution passed by the Shareholders in an Extra-Ordinary General Meeting held on July 20, 2024, the Company was converted from a private limited company to a public limited company and a fresh Certificate of Incorporated dated September 11, 2024 was issued by the Registrar of Companies, Punjab and Chandigarh. Consequent to the said conversion, the name of our Company was changed to 'Bedi Steels Limited' from 'Bedi Steels Private Limited'.

APPROVALS IN RELATION TO THE ISSUE

Corporate Approvals

1. Our Board of Directors, pursuant to the resolution passed in its meeting dated December 09, 2024, has authorised the Issue, subject to the approval by the shareholders of our Company under section 62(1)(c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated December 16, 2024 Section 62(1)(c) of the Companies Act, 2013, authorized the Issue.

APPROVAL FROM STOCK EXCHANGE

Our Company has received in-principle listing approval from the SME Platform of BSE Limited dated [●] for listing of Equity Shares issued pursuant to the issue.

OTHER APPROVALS

Our Company's International Securities Identification Number ("ISIN") is INE0ZFH01011.

1. Our Company has entered into an agreement on September 10, 2024 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.



2. Our Company has entered into an agreement on July 16, 2024, with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.

APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. Under Direct and Indirect Laws

Sr. No.	Nature of License / Approvals / Registrations	Issuing Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration in Income Tax Department	Income Tax Department, Govt. of India	PAN: AABCB3695G	Perpetual	-
2.	Allotment of Tax Deduction Account Number (TAN)	Income tax Department, Govt. of India	TAN: JLDM01568A	Perpetual	-
3.	Certificate of Registration under Goods and Service Tax (GST)	Central Board of Indirect Taxes and Customs	GSTIN: 03AABCB3695G1ZV	Perpetual	-

B. Business Related Certifications/ Licenses

Sr. No.	Nature of License / Approvals / Ratings	Issuing Authority	Particulars of License / Approvals / Certificate no.	Date of Issue	Validity Period
1.	Importer-Exporter Certificate	Directorate General of Foreign Trade, Ministry of Commerce and Industry	3098001577	May 21, 1998	Perpetual
2.	Factory License	Chief Inspector of Factories, Haryana.	LDH05FL25257	January 17, 2025	Valid till December 31, 2028
3.	Udyam Registration Certificate	Ministry of Micro, Small and Medium Enterprises	UDYAM-PB-12-0012334	December 22, 2020	Perpetual
4.	Legal Entity Identifier Code	Legal Entity Identifier India Limited	984500EEFF0DA50FA327	November 30, 2021	Valid till July 03, 2025
5.	Fire Safety Certificate	Punjab Fire Services	1201-101390-Fire/77262	October 21, 2024	Valid till October 20, 2025



LABOUR LAWS RELATED APPROVALS

Sr. No.	Nature of License / Approvals / Ratings	Issuing Authority	Particulars of License / Approvals	Date of Issue	Validity Period
1.	ESIC Code	Employees State Insurance Corporation	26000440560000599	October 28, 2010	Perpetual
2.	EPF Code	Office of the Regional Provident Fund Commissioner	LDLDH0019447000	July 14, 2016	Perpetual

INTELLECTUAL PROPERTY RELATED APPROVALS

Sr. No.	Trademark	Issuing Authority	Description of Goods and Services	Class	Status	Certificate/ Application No. & Date
1.		Registrar of Trademark	TMT Bars, Angles, Beams, Joists, Channels, Girders, Rounds, Squares & Structural Steel, Product made of Ferrous and Non-Ferrous Metals	Class 6	Applied	App. No. 11380674

C. ENVIRONMENT RELATED APPROVALS

Sr. No.	Nature of License / Approvals / Ratings	Issuing Authority	Particulars of License / Approvals	Date of Issue	Validity Period
1.	Consent to operate under Air (Prevention & Control of Pollution) Act, 1981	Punjab Pollution Control Board	CTOA/Renewal/LDH2 /2024/27246374	November 18, 2024	May 13, 2025
2.	Consent to operate under Water (Prevention & Control of Pollution) Act, 1974	Punjab Pollution Control Board	CTOW/Renewal/LDH2 /2024/27246391	November 18, 2024	May 13, 2025
3.	Authorization for operating a facility for Generation, Storage and Disposal of Hazardous Wastes	Punjab Pollution Control Board	HWM/renew/LDH2/20 24/27301968	December 03, 2024	May 13, 2025

Note: Some of the statutory Registrations / Certificates / Licenses are still under the company's previous name, "Bedi Steels Private Limited." The company is currently in the process of updating these to reflect its current name. However, no hindrance or challenges are expected in conducting its operations during this transition.

IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE-MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.



OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

Corporate Approvals

- ✓ Our Board has authorized the Fresh Issue of Equity shares by a resolution dated December 09, 2024 subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.
- ✓ Our shareholders have, pursuant to a special resolution passed at the Extra-Ordinary General Meeting of our Company held on December 16, 2024, at the Registered office of our Company under Section 62(1)(c) of the Companies Act 2013, authorized the Issue.
- ✓ Our Company has obtained in-principle approval dated [●] from the SME platform of BSE for using the name of the Exchange in its Offer Document for listing of the Equity Shares issued by our Company pursuant to the Issue.

Approvals from Lenders

1. We have received No Objection Certificate from all the secured lenders of our Company i.e., Bank of Maharashtra Limited dated December 20, 2024 and CSB Bank Limited dated December 20, 2024.

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, its promoters, members of the promoter group and its directors, are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/ court as on the date of this Draft Red Herring Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

PROHIBITION BY RBI

Neither our Company nor any of its Promoter or Director has been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Red Herring Prospectus.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, its Promoters and Promoter Group is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Draft Red Herring Prospectus.

ELIGIBILITY FOR THE ISSUE

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations; and this Offer is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

This Offer is being made in terms of Regulation 229(1) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, whereby, an issuer, whose post-issue paid-up capital is less than or equal to ten crores rupees, offer equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the BSE SME).

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of BSE SME.



As per Regulation 229(4), 229(5) and 229(6) of the SEBI ICDR Regulations read with SEBI (ICDR) Amendment 2025 our Company satisfies following regulation to the extent applicable.

(4) In case of an issuer, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public offer only if the issuer company has been in existence for at least one full financial year before filing of draft offer document:

Provided that the restated financial statements of the issuer company prepared post conversion shall be in accordance with Schedule III of the Companies Act, 2013.

(5) There is a complete change of promoter of the issuer or there are new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, the issuer shall file draft offer document only after a period of one year from the date of such final change(s).

(6) The issuer had minimum operating profits (earnings before interest, depreciation and tax) of ₹1 crore from operations for at least two out of the three previous financial years.”

TRACK RECORD AND OTHER ELIGIBILITY CONDITIONS OF BSE SME

a) Our Company was incorporated on September 04, 1990 under the Companies Act, 1956 with the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh.

b) Post Issue Paid-up Capital of the Company:

As on the date of this Draft Red Herring Prospectus, our Company has a total paid-up equity capital (face value) of Rs. 506.21 Lakhs comprising 5,06,21,400 Equity Shares of face value of Rs. 10/- each and the post-issue paid-up capital (face value) will be Rs. [●] Lakhs comprising [●] Equity Shares which shall be below Rs. 25 crores.

c) Net Worth:

Our Company satisfies the criteria of Net Worth based on the Restated Financial Statements given hereunder:

(Rs. in Lakhs)

Particulars	For the period ended on September 30, 2024	For the financial year ended on		
		March 31, 2024	March 31, 2023	March 31, 2022
Net Worth as per Restated Financial Statements	2086.49	1666.95	153.70	(135.45)

d) Net Tangible Assets:

The Net Tangible Assets based on Restated Financial Statements of our Company for the period ended on September 30, 2024 is Rs. 2086.49 lakhs and for the financial year ended on March 31, 2024 is Rs. 1666.95 Lakhs, which is more than Rs. 300.00 Lakhs.

e) Track Record:

Our Company was originally incorporated as ‘Bedi Steels Private Limited’ as a private limited company under the Companies Act, 1956 on September 04, 1990 pursuant to a Certificate of Incorporation bearing CIN U27106PB1990PTC010665 issued by the Registrar of Companies, Punjab and Chandigarh.

In the year 2022, the management, business and control of the Company was taken over by our current Promoters, Mr. Prayank Gupta, Mr. Mahesh Gupta, Mrs. Sarita Gupta, and Mrs. Khushboo Gupta vide Business Takeover



Agreement dated July 29, 2022. Pursuant to the said agreement, 100% ownership of the Company was transferred from the previous promoters, Mr. Siddarath Bedi and Mr. Siddhant Singh Bedi, to the current promoters of our Company.

Thereafter, our Company was converted into a public limited company from a private limited company pursuant to a special resolution passed by the shareholders of our Company on July 20, 2024 consequent to which the name of our Company changed from 'Bedi Steels Private Limited' to 'Bedi Steels Limited' and a fresh Certificate of Incorporation bearing U27106PB1990PLC010665 was issued by the Registrar of Companies, Punjab and Chandigarh on September 11, 2024.

Therefore, we are in compliance with criteria of having track record of 3 years.

f) Earnings before Interest, Depreciation and tax:

Our Company satisfies the criteria of having operating profit (earnings before interest, depreciation and tax) from operations for 2 out of 3 latest financial years preceding the application date based on Restated Financial Statements given hereunder:

(Rs. in Lakhs)

Particulars	For the period / financial year ended on			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Operating profit (earnings before interest, depreciation and tax and other income) from operations	709.26	1012.92	476.53	(508.50)

g) Leverage Ratio:

Our Debt-to-Equity Ratio as at September 30, 2024 is 1.05 times and as at March 31, 2024 is 0.79 times.

h) Name Change:

There has been no change in the name of our Company within the last 1 year except as from 'Bedi Steels Private Limited' to 'Bedi Steels Limited' pursuant to the conversion of our Company from private to public limited company.

i) Promoters have a cumulative track record of over two decades as on date of filing of this Draft Red Herring Prospectus.

j) Our Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our company and promoting companies.

k) There is no winding up petition against the Company, which has been admitted by NCLT/ Court of competent jurisdiction or a liquidator has not been appointed.

l) No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past three years against our Company.

m) Other Disclosures:

- We have disclosed all material regulatory or disciplinary actions by a stock exchange or regulatory authority in the past one year in respect of Promoters/ promoting company(ies), group companies, companies promoted by the Promoters/ promoting company(ies) of our company in the Draft Red Herring Prospectus.



- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our company, Promoters/promoting company(ies), group companies, companies promoted by the Promoters/ promoting company(ies) during the past three years except as mentioned in the Draft Red Herring Prospectus.
- We have disclosed the details of our Company, Promoters/promoting company(ies), group companies, companies promoted by the Promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation. For details, please refer the chapter “*Outstanding Litigations and Material Developments*” beginning on page 252.
- We have disclosed all details of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For details, please refer the chapter “*Outstanding Litigations and Material Developments*” beginning on page 252.

Disciplinary Action

1. There has been no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.
2. The Promoter(s) or directors are 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.
3. Director are not be disqualified/ debarred by any of the Regulatory Authority.

Default

There are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by the Company, its Promoters/ Promoting Company(ies), Subsidiary Companies.

Other Requirements:

- Our Company has a functional website. The address of the website is www.bedisteelsltd.com
- 100% of the Promoter’s shareholding in the Company is in Dematerialised form.
- The company shall facilitate trading in demat securities and has entered into agreement with both the depositories.
- There has not been 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.
- The composition of the board is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval.
- The Net worth computation is as per the definition given in SEBI (ICDR) Regulations
- The Company has not been referred to NCLT under IBC.
- There is no winding up petition against the company, which has been admitted by the court.

As per Regulation 230(1) of the SEBI ICDR Regulations, our Company has ensured that:

- a. The Draft Red Herring Prospectus has been filed with BSE SME and our Company has made an application to BSE SME for listing of its Equity Shares on the SME platform of BSE. BSE is the Designated Stock Exchange.
- b. Our Company has entered into an agreement with NSDL on September 10, 2024 and with CDSL on July 16, 2024 for dematerialization of its Equity Shares already issued and proposed to be issued.
- c. 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 are fully paid-up.

- d. The entire Equity Shares held by the Promoters are in dematerialized form.
- e. The fund requirements set out for the Objects of the Issue are proposed to be met entirely either from the Net Proceeds or from Internal Accruals. Accordingly, our Company confirms that there is no requirement 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 from the Issue as required under the SEBI ICDR Regulations. For details, please refer the chapter “*Objects of the Issue*” beginning on page 94.
- f. the size of offer for sale by selling shareholders shall not exceed twenty per cent of the total issue size;
- g. the shares being offered for sale by selling shareholders shall not exceed fifty per cent of such selling shareholders’ pre-issue shareholding on a fully diluted basis;
- h. its objects of the issue should not consist of repayment of loan taken from promoter, promoter group or any related party, from the issue proceeds, directly or indirectly.”

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230(2) of the SEBI ICDR Regulations, to the extent applicable that is the amount for general corporate purposes, as mentioned in objects of the issue in the draft offer document and the offer document shall not exceed fifteen per cent. of the amount being raised by the issuer.

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 Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- b. None of our Promoters or Directors are Promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.
- c. Neither our Company nor our Promoters or Directors is a wilful defaulter or fraudulent borrower.
- d. None of our Promoters or Directors is a fugitive economic offender.
- e. there are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer:

Provided that the provisions of this clause shall not apply to:

(i) outstanding options granted to employees, whether currently an employee or not, pursuant to an employee stock option scheme in compliance with the Companies Act, 2013, the relevant Guidance Note or accounting standards, if any, issued by the Institute of Chartered Accountants of India or pursuant to the Companies Act, 2013, in this regard;

(ii) fully paid-up outstanding convertible securities which are required to be converted on or before the date of filing of the red herring prospectus (in case of book-built issues) or the prospectus (in case of fixed price issues), as the case may be.”

We further confirm that we shall be complying with all other requirements as laid down for such offer under Chapter IX of SEBI ICDR Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.



We further confirm that:

In accordance with Regulation 246 of the SEBI ICDR Regulations, the Book Running Lead Manager shall ensure that the issuer shall file copy of the Prospectus with SEBI along with relevant documents as required at the time of filing the Prospectus to SEBI.

In accordance with Regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten and shall not restrict to the minimum subscription level. The BRLM shall underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled “*General Information*” beginning on page 65.

In accordance with Regulation 268 of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to two hundred, otherwise, the entire application money will be unblocked or refunded forthwith. If such money is not unblocked or repaid within the time prescribed, from the date our company becomes liable to unblock or repay it, then our company and every officer in default shall, on and from expiry of the prescribed time, be liable to unblock or repay such application money, with interest as prescribed under SEBI ICDR Regulations and section 40 of the Companies Act, 2013.

In accordance with Regulation 268 (3A) of the SEBI (ICDR) Amendment 2025 subject to the availability of shares in non-institutional investors’ category, the allotment of specified securities to each non-institutional investor shall not be less than the minimum application size in non-institutional investor category, and the remaining shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of these regulations.”

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT/ OFFER DOCUMENT 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 OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER KHAMBATTA SECURITIES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, KHAMBATTA SECURITIES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 28, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER 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 OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS DRAFT OFFER DOCUMENT/ OFFER DOCUMENT.

Note: All legal requirements pertaining to the Issue will be complied with at the time of registration of the Red Herring Prospectus with the RoC in terms of section 26 and 28 of the Companies Act, 2013.

DISCLAIMER CLAUSE OF THE BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to BSE. The Disclaimer Clause as intimated by the BSE Limited to us, post scrutiny of this Draft Red Herring Prospectus shall be included in Red Herring Prospectus/Prospectus prior to filing with RoC.

DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.bedisteelsltd.com or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement to be entered into among Market Maker and our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever.

Our Company and the Book Running 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 center's etc.

The Book Running 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. Khambatta Securities Limited is not an associate of the Company and is eligible to be appointed as the Book Running Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares 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 Book Running 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 Book Running 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 Offer is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorized under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any 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, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations 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.

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 Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

LISTING

Application have been made to BSE for obtaining permission for listing of the Equity Shares being issued and sold in the Issue on its SME Platform after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has obtained In-principle approval from BSE *vide* letter dated [●] to use name of BSE in the Red Herring Prospectus/Prospectus for listing of equity shares on SME platform of BSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE SME, the Company shall unblock, without interest, all moneys received from the applicants in pursuance of the Prospectus. If any such money is not unblocked within the prescribed time after the issuer becomes liable to unblock it then our Company and every director of the company who is an officer in default shall, on and from the expiry of the prescribed time, be jointly and severally liable to unblock that money with interest at the rate of fifteen per cent per annum (15% p.a.) 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 SME platform of BSE mentioned above are taken within the three (3) working days of the Bid/Issue Closing Date.

CONSENTS

Consents in writing of: (a) The Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer and the Statutory Auditors; and (b) the Book Running Lead Manager, Registrar to the Issue, the Legal Advisors to the Issuer, Chartered Engineer, Banker to the Issue^(#), Bankers to the Company, Market Maker^(#) and Underwriter^(#) to act in their respective capacities, have been or shall be duly obtained as the case may be and shall be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 and Section 28 of the Companies Act, 2013.

^(#) The aforesaid will be appointed prior to filing of the Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, M/s Jain Mittal Chaudhary & Associates, Chartered Accountants, have provided their written consent to the inclusion of their reports dated March 24, 2025 on Restated Financial Statements and to the inclusion of their reports dated March 24, 2025 on Statement of Possible Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Red Herring Prospectus.

EXPERT OPINION

Except the report of the Peer Reviewed Auditor on statement of possible tax benefits and report on Restated Financial Statements for the period ended on September 30, 2024 and financial years ended March 31, 2024, 2023, and 2022 as included in this Draft Red Herring Prospectus, our Company has not obtained any expert opinion.

Here, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act



PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS

We have not made any rights to the public and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI ICDR Regulations and this Offer is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES & ASSOCIATES OF OUR COMPANY

Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 75, our Company has not made any capital issue during the previous three years.

We do not have any listed Group Company/ Subsidiary/ Associate as on date of this Draft Red Herring Prospectus.

PERFORMANCE VIS-À-VIS OBJECTS

Except as stated in the chapter titled “*Capital Structure*” beginning on page 75, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI ICDR Regulations and this Offer is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.



PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

SME IPO

Sr. No.	Issue Name	Issue size (Rs. in Crores)	Issue Price (in Rs.)	Listing date	Opening Price on Listing Date (in Rs.)	+/- % change in closing price, +/- % change in closing benchmark		
						30th calendar days from listing	90th calendar days from listing	180th calendar days from listing
1.	Rudrabhishek Enterprises Limited	18.73	41.00	July 13, 2018	41.25	-1.68 [+3.05]	-1.56 [+2.32]	+15.95 [+0.60]
2.	Gayatri Rubbers and Chemicals Limited	4.58	30.00	February 07, 2023	35.00	+21.17 [+0.19]	+42.17 [+1.96]	+93.17 [10.13]
3.	Vels Films International Limited	33.74	99.00	March 22, 2023	101.00	-0.30 [+2.76]	-3.54 [+9.35]	+35.35 [17.73]
4.	Quality Foils (India) Limited	4.52	60.00	March 24, 2023	100.00	+62.33 [+4.01]	+50.08 [+11.28]	+85.00 [18.82]
5.	Quicktouch Technologies Limited	9.33	61.00	May 02, 2023	92.00	+121.97 [+2.13]	+129.51 [+8.26]	+344.10 [+4.96]
6.	De Neers Tools Limited	22.99	101.00	May 11, 2023	190.00	+74.50 [+1.46]	+144.55 [+6.96]	+136.63 [+6.09]
7.	Sahaj Fashions Limited	13.96	30.00	September 06, 2023	31.00	-11.50 [-0.33]	-19.83 [+5.49]	-15.00 [+14.11]
8.	Divine Power Energy Limited	22.75	40.00	July 02, 2024	162.75	+135.75 [+2.98]	+83.38 [+8.52]	+255.12 [-1.29%]
9.	Jungle Camps India Limited*	29.42	72.00	December 17, 2024	136.80	+15.25 [-4.91]	[29.94] [-0.08]	-
10.	P S Raj Steels Limited#	28.28	140.00	February 19, 2025	145.00	+0.07 [- 0.04]	-	-



*Jungle Camps India Limited was listed on December 17, 2024, therefore 180 days are not applicable.

#P S Raj Steels Limited was listed on February 19, 2025, therefore 90 days and 180 days are not applicable.

Sources: All share price data is taken from www.nseindia.com and www.bseindia.com

FOR MAIN BOARD IPOs

Sr. No.	Issue Name	Issue size (Rs.in Crores)	Issue Price (in Rs.)	Listing date	Opening Price on Listing Date (in Rs.)	+/- % change in closing price, +/- % change in closing benchmark		
						30th calendar days from listing	90th calendar days from listing	180th calendar days from listing
1.	EMS Limited	321.25	211	September 21, 2023	282.05	+43.10 [-1.01]	+100.81 [+8.67]	+82.39 [+11.72]
2.	Vibhor Steel Tubes Limited	72.17	151	February 20, 2024	425.00	+74.60 [-1.61]	+76.42 [+1.82]	+68.64 [+11.05]

Sources: All share price data is taken from www.nseindia.com.

Note:

- i. BSE SENSEX and CNX Nifty are considered as the Benchmark Index.
- ii. Prices on BSE/NSE are considered for all of the above calculations.
- iii. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
- iv. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.
- v. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.
- vi. The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.

**SUMMARY STATEMENT OF PRICE INFORMATION OF PAST ISSUE HANDLED BY BOOK RUNNING LEAD MANAGER**

Financial Year	Total no. of IPOs	Total Funds raised (Rs. Crores)	Nos. of IPOs trading at discount on as on 30 th calendar days from listing date			Nos. of IPOs trading at premium on as on 30 th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-25	3	80.45	-	-	-	-	-	3	-	-	-	1	-	-
2023-24	5	439.70	-	-	1	3	1	-	-	-	1	4	-	-
2022-23	3	42.84	-	-	1	1	-	1	-	-	-	2	1	-
2021-22	-	-	-	-	-	-	-	-	-	-	-	-	-	-

TRACK RECORD OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER

For details regarding track record of the Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at www.khambattasecurities.com for Khambatta Securities Limited.

SME IPO

*Divine Power Energy Limited was listed on July 02, 2024, so 90 days and 180 days not applicable

Sources: All share price data is taken from www.nseindia.com.



STOCK MARKET DATA OF EQUITY SHARES

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company has appointed Big Share Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch.

The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Board has also constituted a Stakeholders' Relationship Committee. The composition of the Stakeholders' Relationship Committee is as follows:

Name of the Directors	Nature of Directorship	Designation in Committee
Ms. Mala Poddar	Independent Director	Chairperson
Mrs. Khushboo Gupta	Director	Member
Mr. Prayank Gupta	Managing Director	Member

For further details, please see the chapter titled "*Our Management*" beginning on page 199.

Our Company has also appointed, Mr. Dishant Khanna as the Compliance Officer of the Company and he may be contacted at the Registered Office of our Company.

DISHANT KHANNA

Bedi Steels Limited

G.T. Road, Ludhiana, Doraha-141421, Punjab, India.

Tel No.: +91 9115700625

E-mail: cs@bedisteelsltd.com

Website: www.bedisteelsltd.com



STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

The Company has appointed Registrar to the Issue, to handle the investor grievances in coordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Book Running Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.



SECTION IX - ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') 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 laws, guidelines, rules, notifications, and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, BSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by retail individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).

Further, vide the said circular, Registrar to the Issue and Depository Participants have been also authorized 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.

THE ISSUE

The Issue consists of a Fresh Issue by our Company. Expenses for the issue shall be borne by our Company in the manner specified in the chapter titled "Objects of the Issue" beginning on page 94.

AUTHORITY FOR THE ISSUE

The present Public Issue of up to 18,24,000 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on December 09, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on December 16, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

RANKING OF EQUITY SHARE

The Equity Shares being issued and allotted pursuant to the issue shall be subject to the provisions of the Companies Act, 2013 the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the SCRR and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including in respect of the right to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to the section titled "Main Provision of Articles of Association" beginning on page 353.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended 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. For further details, please refer to chapter titled "Dividend Policy" beginning on page 226.



FACEVALUE, ISSUE PRICE, FLOOR PRICE AND PRICE BAND

The face value of each Equity Share is Rs. 10/- and the Issue Price at the lower end of the Price Band is Rs. [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is Rs. [●] per Equity Share (“Cap Price”).

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper and regional newspaper, each with wide circulation, at least two working days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on its websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “*Basis for Issue Price*” beginning on page 106.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; 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 Obligations and Disclosure Requirements) Regulations, 2018 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, please refer to the chapter titled “Main Provisions of Articles of Association” beginning on page 353.

ALLOTMENT ONLY IN DEMATERIALIZED FORM

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue:

- Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated September 10, 2024.
- Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated July 16, 2024.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29(1) of the Companies Act, 2013, the equity shares of an Issuer shall 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. The trading of



the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the BSE Limited from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM APPLICATION VALUE, 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 not be less than Rs. 1,00,000/- (Rupees One Lakh) per application.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the SME Platform of BSE Limited from time to time by giving prior notice to investors at large. For further details, please refer to the chapter titled “Issue Procedure” beginning on page 313.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with Regulation 268(1) of SEBI ICDR Regulations, the minimum number of allottees in the Issue shall be 50 shareholders. In case, the number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

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.

JURISDICTION

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, U.S. personal (as defined in Regulation S), 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 issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agent 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 us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

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*" beginning on page 75 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. For details, please refer chapter titled "*Main Provision of Articles of Association*" beginning on page 353.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limit under laws or regulations.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE Limited.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company. Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs. It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two (2) days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank



accounts of the ASBA Bidders within one (1) 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.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Red Herring Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this issue document including devolvement of Underwriter, the Issuer shall refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the issuer fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, it shall refund through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchange rejecting the application for listing of specified securities, and if any such money is not repaid within four (4) 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 percent per annum.

In terms of Regulation 260 of the SEBI ICDR Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “General Information” beginning on page 65.

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Further, in accordance with Regulation 268 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 50 (Fifty).

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.

BID/ISSUE PROGRAMME

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

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

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Issue Closing Date for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid*



Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked.

(ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock;

(iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock;

(iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the SCSB responsible for causing such delay in unblocking.

The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and 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 SEBI 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 shall be deemed to be incorporated in the deemed agreement of the Bank with the SCSBs to the extent applicable, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI 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/2021/2480/1/M dated March 16, 2021 and SEBI 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.

The above timetable, other than the Bid/ Issue Closing Date, is indicative and does not constitute any obligation on our Company the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within three (3) Working Days of the Bid/ Issue Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/ Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock 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 SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after this date of the Draft Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with 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 terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report 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.

SUBMISSION OF BIDS

Bid/ Issue Period (Except the Bid/ Issue Closing Date)

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”).

Bid/ Issue Closing Date

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST.

On the bid/ issue closing date, the bids shall be uploaded until:

- i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchange. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time. Bidders are cautioned that, in the event, large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchange may be taken.

Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.



In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

MIGRATION TO MAIN BOARD

SEBI vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010, has stipulated the requirements for migration from SME platform to main board. As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

a. If the Paid-up Capital of our Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to BSE Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b. If the paid-up Capital of our company is more than Rs. 10 Crores but below Rs. 25 Crores, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Any company desiring to migrate to the Main board from the SME Board within two years of listing on SME Platform of BSE Limited has to fulfil following conditions:

Sr. No.	Eligibility Criteria	Details
1.	Paid up capital and market capitalization	Paid-up capital of more than 10 Crores and Market Capitalisation should be minimum Rs. 25 Crores. (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.)
2.	Promoter holding	Promoter(s) shall be holding at least 20% of equity share capital of the company at the time of making application.
3.	Financial Parameters	<ul style="list-style-type: none">The applicant company should have positive operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years and has positive Profit after tax (PAT) in the immediate preceding Financial Year of making the migration application to Exchange.



		<ul style="list-style-type: none"> The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years.
4.	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.
5.	Regulatory action	<ul style="list-style-type: none"> No material regulatory action in the past 3 years like suspension of trading against the applicant company, promoters/promoter group by any stock Exchange having nationwide trading terminals. No Debarment of company, promoters/promoter group, subsidiary company by SEBI. No Disqualification/Debarment of directors of the company by any regulatory authority. The applicant company has not received any winding up petition admitted by a NCLT.
6.	Public Shareholder	The applicant company shall have a minimum of 250 public shareholders as per the latest shareholding pattern.
7.	Other parameters like No. of shareholders, utilization of funds.	<ul style="list-style-type: none"> No proceedings have been admitted under the Insolvency and Bankruptcy Code against the applicant company and Promoting companies. No pending Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant, promoters/promoter group /promoting company(ies), Subsidiary Companies. The applicant company shall obtain a certificate from a credit rating agency registered with SEBI with respect to utilization of funds as per the stated objective pursuant to IPO and/or further funds raised by the company, if any post listing on SME platform. The applicant company has no pending investor complaints.
8.	Exemption from Migration	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.

MARKET MAKING

The shares issued and transferred through this Issue are proposed to be listed on the SME Platform of BSE Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the SME Platform of BSE Limited. For further details of the market making arrangement please refer to chapter titled “General Information” beginning on page 65.



RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the Pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter titled "*Capital Structure*" beginning on page 75 and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation/ splitting except as provided in the Articles of Association. The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

APPLICATION BY ELIGIBLE NRIs, FPIs OR VCFs 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.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guideline prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

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 depository account, & if for any reason, 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.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debentures, warrants, secured premium notes, etc. issued by our Company.



ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is less than or equal to Rs. 10 crores (rupees ten crore) 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 to the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 298 and 313 respectively.

This public issue comprises of up to 18,24,000 equity shares of face value of Rs. 10/- each for cash at a price of Rs. [●]/- per equity share including a share premium of Rs. [●]/- per equity share (the “issue price”) aggregating to Rs. [●] Lakhs (“the issue”) by our Company. The Issue and the Net Issue will constitute [●]% and [●]% respectively of the Post Issue Paid-up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process ⁽¹⁾:

Particulars of the Issue	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation	91,200 Equity Shares	Not more than 8,65,800 Equity Shares.	Not less than 2,60,400 Equity Shares	Not less than 6,06,600 Equity Shares
Percentage of Issue size available for allocation⁽²⁾	5.00% of the issue size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion. Up to 60.00% of the QIB Portion may be available for allocation to	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue



		Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only.		
Basis of Allotment⁽³⁾	Firm Allotment	Proportionate as follows: a. [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b. [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above	Proportionate	Proportionate
Mode of Bid	Only through the ASBA Process	Only through the ASBA process. (Except for Anchor Investors Only)	Through ASBA Process, through banks or by using UPI ID for payment	Through ASBA Process, through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds Rs. 2,00,000	Such number of Equity Shares in multiples of [●] Equity Shares that Bid size exceeds Rs. 2,00,000	[●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed Rs. 2,00,000
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid



		size of the Net Issue, subject to applicable limits	size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Amount does not exceed Rs. 2,00,000
Trading Lot	[•] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[•] Equity Shares and in multiples thereof	[•] Equity Shares and in multiples thereof	[•] Equity Shares
Terms of Payment	<p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids.</p> <p>In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism that is specified in the ASBA Form at the time of submission of the ASBA Form.</p>			
Mode of Bid*	ASBA only (except Anchor Investors). In case of UPI Bidders, ASBA process will include the UPI Mechanism. ASBA Bids placed by Non-Institutional Investors shall have a limit of up to ₹ 5,00,000			

* SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB (except Anchor Investors), NII and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

- 1) This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- 2) Our Company in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Issue Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, (ii) minimum of two and maximum of fifteen Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but up to ₹2,500.00 Lakhs under the Anchor Investor Portion, subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor, and (iii) in case of allocation above ₹2,500.00 Lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of fifteen Anchor Investors for allocation up to ₹2,500.00 Lakhs, and an additional ten Anchor Investors for every additional ₹2,500.00 Lakhs or part thereof will be permitted, subject to minimum allotment of ₹100.00 Lakhs per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹200.00 Lakhs. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.
- 3) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018, this is an issue for at least 25% of the post issue paid-up Equity share capital of the Company. This issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.



- 4) Anchor Investors are not permitted to use the ASBA process.
- 5) Subject to valid Bids being received at or above the issue price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- 6) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.
- 7) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

WITHDRAWAL OF THE ISSUE

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right to not to proceed with the Issue at any time before the Bid/ Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

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

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities at Mumbai.

BID/ ISSUE PROGRAMME:

Events	Indicative Dates
Bid/Issue Opening Date	[●]
Bid/Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before [●]



Credit of Equity Shares to Demat accounts of Allottees	On or before [●]
Commencement of trading of the Equity Shares on the Stock Exchange	On or before [●]

Bids 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 Bidding Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/ Issue closing date:

- i. A standard cut-off time of 3.00 p.m. for acceptance of bids.
- ii. A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- iii. A standard cut-off time of 5.00 p.m. for uploading of bids received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE Limited after taking into account the total number of bids received up to the closure of timings and reported by BRLM to BSE Limited within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).



ISSUE PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchange and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; (xiii) price discovery and allocation; and (xiv) interest in case of delay in Allotment or refund.

SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 03, 2019, and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 01, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the process and timeline of T+6 days (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 05, 2022, the SEBI has increased the UPI limit from ₹ 2,00,000 to ₹ 5,00,000 for all the individual investors applying in public issues.

With effect from July 01, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by UPI Bidders through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”), and modalities of the implementation of UPI Phase III has been notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 and made effective on a voluntary basis for all issues opening on or after September 01, 2023 and on a mandatory basis for all issues opening on or after December 01, 2023.

The Issue 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, introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances, which came into force with effect from May 01, 2021, except as amended pursuant to the circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023. The SEBI RTA Master Circular consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023) and rescinded these circulars to the extent relevant for RTAs. The provisions of these circulars are deemed to form part of this Draft Red Herring Prospectus.



Furthermore, 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 01, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

The BRLM shall be the nodal entity for any issues arising out of public issuance process. In terms of regulation 23(4), 23(5) and regulation 271 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, in SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, the timelines, processes and compensation policy shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and book running lead manager shall continue to coordinate with intermediaries involved in the said process.

Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this Section and is not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

Further, Our Company and the Book Running Lead Manager are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for Bid in this Issue.

BOOK BUILDING PROCEDURE:

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Further, 5% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to allotment of the Equity Shares in the Issue, subject to applicable laws.

AVAILABILITY OF RED HERRING PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Red Herring Prospectus together with the Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Book Running Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of BSE Limited i.e., www.bseindia.com. Applicants shall only use the specified Application Form for the purpose of making an



Application in terms of the Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

Phased implementation of Unified Payments Interface

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of, among others, equity shares. Pursuant to the SEBI UPI Circulars, UPI 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 Bids by UPI Bidders 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 SEBI UPI Circular have introduced the UPI Mechanism in three phases in the following manner:

- **Phase I:** This phase was applicable from January 01, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Bidder had the option to submit the ASBA Form with any of the designated intermediaries and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continue to be six Working Days.
- **Phase II:** This phase has become applicable from July 01, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, decided to continue Phase II of UPI with ASBA until implementation of UPI Phase III.
- **Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 01, 2023 and on a mandatory basis for all issues opening on or after December 01, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced from Six working days to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI. This Issue will be made under UPI Phase III of the UPI Circular.

Pursuant to the SEBI UPI 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 SEBI UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not 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 in this regard, the relevant SCSB as well as the post – issue BRLM will be required to compensate the concerned investor.

All SCSBs issuing the facility of making applications in public issues shall also provide the facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/ or payment instructions of the UPI Bidders using the UPI Mechanism.



The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks make an application as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with 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/2021/2480/1/M dated March 16, 2021. NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹2 lakhs to ₹5 lakhs for UPI based ASBA in initial public offerings.

For further details, refer to the General Information Document to be available on the website of the Stock Exchange and the BRLM.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available at the offices of the BRLM, the Designated Intermediaries at relevant Bidding Centres, and at the Registered Office of our Company. The electronic copy of the Bid cum Application Form will also be available for download on the website of the BSE Limited (www.bseindia.com), at least one day prior to the Bid/Issue Opening Date. Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. All ASBA Bidders must provide either (i) the bank account details and authorization to block funds in the ASBA Form, or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected.

UPI Bidders Bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. Applications made by the UPI Bidder using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI. Anchor Investors are not permitted to participate in the Issue through the ASBA process.

Further, Bidders shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid cum Application Forms) and Bid cum Application Forms not bearing such specified stamp may be liable for rejection.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSBs or sponsor banks, as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked including details as prescribed in Annexure II of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Since the Issue is made under Phase III, ASBA Bidders may submit the ASBA Form in the manner below:

- (i) RIIs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (ii) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (iii) QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.
- (iv) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.



Anchor Investors are not permitted to participate in the Issue through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis ^	White
Non-Residents including FPIs, eligible NRIs, FIIs, FVCIs, registered bilateral and multilateral institutions etc. applying on a repatriation basis^	Blue

**Excluding electronic Bid cum Application Form.*

^Electronic Bid cum Application Form and the abridged prospectus will be made available for download on the website of the BSE Limited (www.bseindia.com). Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLM.

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
4.	A depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retail investors submitting application with any of the entities at (2) to (5) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.



The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/ her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re- submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/ Client ID or Pan ID (Either DP ID/ Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date ("Cut- Off Time"). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.



WHO CAN BID?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Red Herring Prospectus for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d. Mutual Funds registered with SEBI;
- e. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non- Institutional Bidder 's category;
- j. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k. Foreign Venture Capital Investors registered with the SEBI;
- l. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o. Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;



- p. Pension Funds and Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r. Multilateral and bilateral development financial institution;
- s. Eligible QFIs;
- t. Insurance funds set up and managed by army, navy or air force of the Union of India;
- u. Insurance funds set up and managed by the Department of Posts, India;
- v. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

APPLICATIONS NOT TO BE MADE BY:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non- resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 03, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Bidders

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed Rs. 2,00,000.

2. For Other than Retail Individual Bidders (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.



In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national daily newspaper, all editions of Hindi national newspaper, and Punjabi edition of Regional newspaper [●], where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a. The Bid/ Issue Period shall be for a minimum of three working days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional one working day, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Punjabi edition of Regional newspaper [●], where the registered office of the company is situated, each with wide circulation and also by indicating the change on the website of the Book Running Lead Manager.
- b. Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- c. The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- d. The BRLM/ the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.
- e. Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in



the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.

- f. If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- g. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- h. The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/ demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other Bidders

PARTICIPATION BY ASSOCIATES/ AFFILIATES OF BRLM AND THE SYNDICATE MEMBERS

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the



Non- Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Offer under the Anchor Investor Portion.

OPTION TO SUBSCRIBE IN THE ISSUE

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

INFORMATION FOR THE BIDDERS:

1. Our Company and the Book Running Lead Manager shall declare the Bid/Issue Opening Date and Bid/Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus/ Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with who the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.



9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY HUFs

Bids by HUFs should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or First Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals

BIDS BY MUTUAL FUNDS

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

BIDS BY ELIGIBLE NRIs

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (White in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour). Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries.

Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and Eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSBs (if they are Bidding directly through



SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Eligible NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of restrictions on investment by NRIs, see “Restrictions on Foreign Ownership of Indian Securities” beginning on page 351.

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

Investment by NRI or OCI on non-repatriation basis:

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations - Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by an NRI or OCI on non-repatriation basis - will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws. Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

BIDS 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 the post-Issue Equity Share capital. Further, in terms of the FEMA Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company. With effect from April 01, 2020, the aggregate limit by FPIs shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents (Blue in colour).



A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

To ensure compliance with the applicable limits, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar to the Issue shall:

- i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI, and
- ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an 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 derivative instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, among others, the following conditions:

- a) each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Further, Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be regarded as multiple Bids:

- FPIs which utilise the multi-investment manager (“MIM”) structure.
- Offshore derivative instruments (“ODI”) 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 I FPIs.
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to the aforesaid seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilise any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation.



In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

BIDS BY SEBI-REGISTERED AIFs, VCFs AND FVCIs

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) 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.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

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.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

BIDS BY BANKING COMPANIES

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, 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 01, 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.

In terms of the Master Circular on Basel III Capital Regulations dated July 01, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, please refer to the chapter titled “*Key Industry Regulation and Policies*” beginning on page 185.

BIDS BY SCSBs

SCSBs participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

BIDS BY SYSTEMICALLY IMPORTANT NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone/ consolidated basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which 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 ₹ 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 5,000,000 lakhs or more but less than ₹ 25,000,000 lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

BIDS BY ANCHOR INVESTORS

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least Rs. 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 lakhs
3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
4. Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
5. Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
 - where allocation in the Anchor Investor Portion is up to Rs. 200 Lakhs, maximum of 2 (two) Anchor Investors.



- where the allocation under the Anchor Investor Portion is more than Rs. 200 Lakhs but up to Rs. 2500 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of Rs. 100 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than Rs. 2500 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto Rs. 2500 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of Rs. 2500 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of Rs. 100 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.
 7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
 8. If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
 9. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
 10. Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30 days from the date of Allotment.
 11. The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection byes.
 12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
 13. Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union 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 Rs. 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.



ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) BIDDERS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

TERMS OF PAYMENT

The entire Issue price of Rs. [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

PAYMENT MECHANISM

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.



PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors.

- a) For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of: a. In case of resident Anchor Investors: — “[●]”
- b) In case of Non-Resident Anchor Investors: — “[●]”
- c) Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Bid/Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
 - i. the applications accepted by them;
 - ii. the applications uploaded by them;
 - iii. the applications accepted but not uploaded by them; or
 - iv. With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to:
 - i. The applications accepted by any Designated Intermediaries;
 - ii. The applications uploaded by any Designated Intermediaries; or
 - iii. The applications accepted but not uploaded by any Designated Intermediaries.
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Bid/Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Bid/Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.



6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:

- Name of the Bidder;
- IPO Name;
- Bid Cum Application Form Number;
- Investor Category;
- PAN (of First Bidder, if more than one Bidder);
- DP ID of the demat account of the Bidder;
- Client Identification Number of the demat account of the Bidder;
- Number of Equity Shares Applied for;
- Bank Account details;
- Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
- Bank account number.

8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.

9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchange to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the



compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Bid/Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

BUILD OF THE BOOK

- a. Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b. Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

WITHDRAWAL OF BIDS

- a. RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b. The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

PRICE DISCOVERY AND ALLOCATION

- a. Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price.
- b. The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- c. Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.



- d. In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.
- e. In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

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

Anchor Investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;



7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. RIBs bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the 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;
15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes (“CBDT”) notification dated February 13, 2020 and press release dated June 25, 2021.
16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;



18. Ensure that the category and the investor status is indicated;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
22. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;
25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in); and
27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.



Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding Rs. 2,00,000 (for Bids by RIBs);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.
8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
10. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
18. Do not submit a Bid using UPI ID, if you are not a RIB;
19. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;



20. Do not Bid for Equity Shares in excess of what is specified for each category;
21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
24. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
25. Do not Bid if you are an OCB; and
26. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please refer to the sections titled “*General Information*” and “*Our Management*” beginning on pages 65 and 199 respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please refer to the section titled “*General Information*” beginning on page 65.

GROUNDS FOR TECHNICAL REJECTION

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;



8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by RIBs with Bid Amount of a value of more than Rs. 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the chapter titled “*General Information*” beginning on page 65.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of Rs. 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days). ‘T’ being issue closing date. In partial modification to circulars dated March 16, 2021 and April 20, 2022, the compensation to investors for delay in unblocking of ASBA application monies (if any) shall be computed from T+3 day. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 01, 2023. Our Company may choose to close this Issue within three (03) working days, in accordance with the timeline provided under the aforementioned circular. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 01, 2018, June 28, 2019, November 08, 2019, March 30, 2020, March 16, 2021, June 02, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.



For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section of the BID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- a. The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- b. Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c. In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders other than Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

FLOW OF EVENTS FROM THE CLOSURE OF BIDDING PERIOD (T DAY) TILL ALLOTMENT:

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file/Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM/Company for their review/comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below:



Process for generating list of allottees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket/batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the over subscription times.
- In categories where there is under-subscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non-allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

BASIS OF ALLOTMENT

a. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter.

The allocation in the non-institutional investors 'category shall be as follows:

(a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹ 10 lakhs;



(b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs:

Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors.”

For the method of proportionate Basis of Allotment refer below.

c. Allotment to Anchor Investor (If Applicable)

Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

- i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
- iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - maximum number of two Anchor Investors for allocation up to Rs. 2 crores; a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than Rs. 2 crores and up to Rs. 25 crores subject to minimum allotment of Rs. 1 crore per such Anchor Investor; and
 - in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

d. For QIBs

Bids received from QIBs Bidding in the QIB Category at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- i. In the first instance, allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
 - In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
 - In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
 - Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;
- ii. In the second instance, allotment to all QIBs shall be determined as follows:



- In the event of oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

iii. Basis of Allotment for QIBs and NIIs in case of Over Subscribed Issue:

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the SME platform of BSE Limited (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b. The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c. For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted [●] equity shares; and
 - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d. If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in the Red Herring Prospectus.

Retail Individual Investor means an investor who applies for shares of value of not more than Rs. 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 Limited.



The Executive Director / Managing Director of BSE Limited - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Issuance of Allotment Advice

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue. The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed valid, binding and irrevocable contract for the Allotment to such Bidder.
3. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 working days of the Bid/Issue Closing date. The Issuer also ensures that credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account.

Designated Date:

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any, within a period of 2 working days of the Bid/ Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the website of BSE Limited i.e. www.bseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of BSE Limited i.e. www.bseindia.com.

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.



Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository, the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- issue or post issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE Limited where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Bid/Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- i. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Bid/Issue Closing Date;
- ii. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Bid/Issue Closing Date, would be ensured; and
- iii. 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.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 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 requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular is applicable, on voluntary basis for public issues opening on or after September 01, 2023 and on mandatory basis for public issues opening on or after December 01, 2023.

BASIS OF ALLOTMENT

Allotment will be made in consultation BSE Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - i. Each successful applicant shall be allotted [●] equity shares; and
 - ii. 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 Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the BSE Limited - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Equity Shares in Dematerialised Form with NSDL/CDSL

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context,



two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing of this Draft Red Herring Prospectus:

- i. We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on September 10, 2024.
- ii. We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on July 16, 2024.
- iii. The Company's Equity shares bear an ISIN No. INE0ZFH01011.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- 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.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- 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.
- 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.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the ROC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and Punjabi edition of Regional newspaper [●], where the registered office of the company is situated, each with wide circulation.

In the Pre-Issue advertisement, we shall state the Bid/ Issue Opening Date and the Bid/ Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING

- a. Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Issue Price but prior to the filing of Prospectus.



- b. After signing the Underwriting Agreement, an updated Red Herring Prospectus/Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- 1. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- 2. 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*
- 3. 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, for fraud involving an amount of at least Rs. 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 Rs. 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 Rs. 50 Lakhs or with both.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/ unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details



of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under- subscription, etc.
- our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Issued Shares, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchange promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the Stock Exchange.

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

- all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate 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 Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invest



RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

The RBI and the concerned ministries/ departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) (“DPIIT”), issued the FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. In terms of FDI Policy, FDI to an extent of 51% is allowed in multi brand retail trading with government approval. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions.

Under the current FDI Policy and the FEMA Non-Debt Rules, foreign direct investment is not permitted in companies engaged in (a) multi-brand retail trading, undertaking retail trading by means of e-commerce, and (b) inventory-based model of e-commerce. In accordance with the FEMA Non-debt Rules, participation by non-residents in the Issue is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Rules, subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding the sectoral cap i.e. 51% of the post issue paid up share capital; and (ii) Eligible NRIs applying only on a non-repatriation basis under Schedule IV of the FEMA Non-debt Rules. Further, other non-residents applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. As per the existing policy of the Government of India, OCBs cannot participate in this issue. Please refer to the chapter titled “*Issue Procedure*” beginning on page 313.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy issued and amended by way of press notes.



Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. Please refer to the chapter titled “*Issue Procedure*” beginning on page 313.

Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-debt Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-Debt Rules. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/ Issue Period.

The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those Issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.



SECTION X – MAIN PROVISION OF ARTICLES OF ASSOCIATION

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Public Company except so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.

INTERPRETATION

I.

(1) In these Regulations: -

- (a) "Company" means **BEDI STEELS LIMITED***
- (b) "the Act" means the "Companies Act, 2013" and every statutory modification or re-enactment thereof and references to Sections or Rules of the Act shall be deemed to mean and include references to sections enacted in modification or replacement thereof.
- (c) "these Regulations" means these Articles of Association as originally framed or as altered, from time to time.
- (d) "the Office" means the Registered Office for the time being of the Company.
- (e) "the Seal" means the common seal of the Company.
- (f) Words imparting the singular shall include the plural and vice versa, words imparting the masculine gender shall include the feminine gender and words imparting persons shall include bodies corporate and all other persons recognized by law as such.
- (g) "month" and "year" means a calendar month and calendar year respectively.

Company vide Special resolution passed in the EGM held on March 27, 2024, adopt new set of AOA which is in compliance with listings regulations and Provisions of Companies Act, 2013.

Company vide Special resolution passed in the EGM held on July 20, 2024, has converted the Company from Private to Public.

- (h) Expression referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.
- (i) Unless the context otherwise requires, the words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof, in force at the date at which these regulations become binding on the Company.

2. The Regulations contained in Table F in Schedule 1 to the Companies Act, 2013 shall not apply to the Company and the Regulations herein contained shall be the regulations for the management of the Company and for the observance of its members and their representatives. They shall be binding on the company and its members as if they are the terms of an agreement between them.



SHARE CAPITAL AND VARIATION OF RIGHTS

II. 1.

1. The Authorised Share Capital of the company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force on that behalf with the powers to divide the share capital, whether original or increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such manner as may for the time being be provided by the Regulations of the Company and allowed by law.

Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Board of Directors, who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such time as they think fit and with full power to give any person the option to call of or be allotted shares of the Company of any class, either at a premium or at par and for such time and for such consideration as the Board of Directors think fit (subject to the provisions of Section 53, 54, 56 and 58 of the Act), provided that option or right to call of shares shall not be given to any person except with the sanction of the Company in General Meeting. The Board shall cause to be made the returns as the allotment provided for in Section 39 of the Act.

2. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles; and every person who thus or otherwise accepts any shares and whose name is on the register shall, for the purposes of the Articles, be a member.
3. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, the consent in writing of the holders of three fourths of the issued shares of that class or with a sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
4. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
5. (i) The company may exercise the powers of paying commissions conferred by Section 40 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Section.

(ii) The rate of commission shall not exceed the rate of 5% (five percent) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 5% (five percent) of such price, as the case may be and in the case of debentures 2½% (two and a half per cent) of the price at which the debentures in respect whereof the same is paid are issued or an amount equal to 2½% (two and a half per cent) of such price, as the case may be.

(iii) The commission may be satisfied by payment in cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

(iv) The Company may also, on any issue of shares, pay such brokerage as may be lawful.



II 2.

- I (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —
- (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.
- II The Company agrees, that it will not charge any fees exceeding those which may be agreed upon with the Stock Exchange.
- (i) for issue of new certificates in replacement of those that are torn out, defaced lost or destroyed;
(ii) for sub-division and consolidation of shares and debenture certificates and for subdivision of Letters of Allotment and Split, Consolidation, Renewal and Pucca Transfer Receipts into denominations other than those fixed for the market units of trading".
- III If any shares stands in the names of two or more persons, the person first named in the register of members shall as regards receipt of dividends, the service of notices and subject to the provisions of these Articles, all or any other matter connected with the Company except the issue of share certificates, voting at meeting and the transfer of the share, be deemed the sole holder thereof.
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5. (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.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *paripassu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

LIEN

9. Subject to the provisions of Companies Act, 2013 the Company shall have a first and paramount lien upon all the shares (not being a fully paid-up share) for all monies (presently payable) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements (whether presently payable or not) solely or jointly with any other person, to or with the Company, whether the period for the payment, fulfillment or discharge thereof shall have actually lien or not and such lien shall extend to all dividends, from time to time, declared in respect of shares, subject to section 123 of the Companies Act 2013. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.
10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:
- Provided that no sale shall be made—
- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.



(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. 1. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

2. Subject to the provisions of Section 50 and 179 of the Act, the Board :-

(a) May, if it thinks fit, receive from any member willing to advance all or any part of the money uncalled and unpaid upon any shares held by him; and

(b) If it thinks fit, may pay interest upon all or any of shares (until the same would but for such advance become presently payable) at such rate not exceeding, unless the Company in general meeting shall otherwise direct, 12% (twelve percent) per annum as may be agreed upon between the Board and the member paying the sums or advances, Money so paid in advance shall not confer a right to dividend or to participate in profits.

3. On the trial or hearing on any suit or proceedings brought by the Company against any member or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of members of the company as a holder or one of the holders of the number of shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who



resolved to make any call, nor that a quorum of Directors was present at Board Meeting at which any call was resolved to be made, nor that the meeting at which any call was resolved to be made was duly convened or constituted nor any other matter, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

4. Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall, preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

18. The Board—

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

19. 1. The Company shall keep a "Register of Transfers" and therein shall fairly and distinctly enter particulars of every transfer or transmission of any share(s) or securities.

2. (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 security until a properly signed deed of transfer is received by the Company within 2 months of its execution and proper note thereof has been taken and name of transferee has been entered in the Register of Members/Securities, as the case may be;
- (iii) that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law;
- (iv) that a common form of transfer shall be used;
- (v) that fully paid shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to money called or payable at a fixed time in respect of such shares;
- (vi) that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;
- (vii) that any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits;
- (viii) that option or right to call of shares shall not be given to any person except with the sanction of the Company in general meetings;
- (ix) Permission for Sub-Division/Consolidation of Share Certificate.

3. The instrument of transfer shall be in writing and all the provisions of Companies Act 2013 and modification thereof for the time being shall be complied with in respect of all transfers of shares and registration thereof.

4. Unless the Directors decide otherwise, when an instrument of transfer is tendered by the transferee, before registering any such transfer, the Directors shall give notice by letter sent by registered acknowledgement due post to the registered holder that such transfer has been lodged and that unless objection is taken the transfer will be registered. If such registered holder fails to lodge an objection in writing at the office within ten days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer. Where no notice is received by the registered holder, the Directors



shall be deemed to have decided not to give notice and in any event to the non-receipt by the registered holder of any notice shall not entitle him to make any claim of any kind against the Company or the Directors in respect of such non-receipt.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—
(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of the share on which the Company has a lien, provided that the registration transfer shall not be refused on the ground of transferor being either alone or jointly with any person or persons indebted to the Company on any account except a lien.
21. 1. The Board may decline to recognise any instrument of transfer unless—
(a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
(c) the instrument of transfer is in respect of only one class of shares.
2. All instruments of transfer which shall be registered shall be retained by the Company, but may be destroyed upon the expiration of such period as the Board may from time to time determine. Any instrument of transfer which the Board declines to register shall (except in any case of fraud) be returned to the person depositing the same.
22. (a) 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.

(b) There shall be no charge for :

- (a) registration of shares or debentures.
- (b) sub-division and/or consolidation of shares and debentures certificates and sub-division of Letters of Allotment and split consolidation, renewal and pucca transfer receipts into denominations corresponding to the market unit or trading;
- (c) sub-division of renounceable Letters of Right;
- (d) issue of new certificates in replacement of those which are decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised;
- (e) registration of any Powers of Attorney, Letter of Administration and similar other documents.

TRANSMISSION OF SHARES

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
(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.
24. (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.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26. 1. On the transfer of the share being registered in his name 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.

2. Where the Company has knowledge through any of its principal officers within the meaning of Section 2 of the Estate Duty Act, 1953 of the death of any member or debenture holder in the company, it shall furnish to the controller within the meaning of such section, the prescribed particulars in accordance with that Act and the rules made thereunder and it shall not be lawful for the Company to register the transfer of any shares or debentures standing in the name of the deceased, unless the transferor has acquired such shares for valuable consideration or a certificate from the Controller is produced before the Company to the effect that the Estate Duty in respect of such shares and debentures has been paid or will be paid or that none is due, as the case may be.

3. The Company shall incur liability whatever in consequence of its registering or giving effect, to any transfer of share made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound 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 for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company though not bound so to do, shall be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

FORFEITURE OF SHARES

27. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.



- 28.** The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
- 29.** If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the date of forfeiture, which shall be the date on which the resolution of the Board is passed forfeiting the shares.
- 30.** (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit
(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- 31.** (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares together with interest thereon from the time of forfeiture until payment at the rate of 9 % (nine percent) per annum.
(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
- 32.** (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
(iii) The transferee shall thereupon be registered as the holder of the share; and
(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- 33.** 1. 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.
2. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental thereto except only such of those right as by these Articles are expressly saved.
3. Upon any sale, after forfeiture or for enforcing a lien in purported exercise of powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to be application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity, of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.



4. Upon any sale, re-allotment or other disposal under the provisions of these Articles relating to lien or to forfeiture, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect. When any shares, under the powers in that behalf herein contained are sold by the Board and the certificate in respect thereof has not been delivered up to the Company by the former holder of such shares, the Board may, issue a new certificate for such shares distinguishing it in such manner as it may think fit, from the certificate not so delivered.

5. The Directors may subject to the provisions of the Act, accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof.

ALTERATION OF CAPITAL

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,-

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any share which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

36. 1. The Company may, by an ordinary resolution:-

- (a) convert any paid-up shares into stock; and
- (b) reconvert any stock into paid-up shares of any denomination authorised by these regulations.

2. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit:

Provided the Board may, from time to time, fix the minimum amount of Stock transferable, so however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

3. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regard dividends voting and meeting of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

4. Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholder" respectively.

37. 1. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,-

- (a) its share capital;
- (b) any capital redemption reserve account; or (c) any share premium account.



The Company may, from time to time, by special resolution and on compliance with the provisions of Section 66 of the Act, reduce its share capital.

2. The Company shall have power to establish Branch Offices, subject to the provisions of the Act or any statutory modifications thereof.

3. The Company shall have power to pay interest out of its capital on so much of shares which were issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provision of any plant for the Company in accordance with the provisions of the Act.

4. The Company, if authorised by a special resolution passed at a General Meeting may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate, subject however, to the provisions of Section 230 to 232 of the Act.

CAPITALISATION OF PROFITS

38. (1) 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 (2) among the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provisions contained in clause (3), either in or towards :-
- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (ii) 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; or
 - (iii) partly in the way specified in sub-clause (i) and partly in that is specified in sub-clause (ii).
- (3) Any share/securities premium account and any capital redemption reserve fund may, for the purpose of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid bonus shares.
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
- (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.



39. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall:-
- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares, if any; and (b) do all acts and things required to give effect thereto.
- (2) The Board shall have full power:-
- (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions; and also
 - (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;
- (3) Any agreement made under such authority shall be effective and binding on all such members.

BUY-BACK OF SHARES

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

43. 1. No general meeting, annual or extraordinary, shall be competent to enter upon, discuss or transact any business which has not been stated in the notice by which it was convened or called
2. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided in Section 103 of the Act, a minimum of:-
- a) five members personally present if the number of members as on the date of meeting is not more than one thousand;
 - b) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;
 - c) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;

Furthermore, A body corporate, being member, shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.



46. 1. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
2. No business shall be discussed at any general meeting except the election of a Chairman, whilst the chair is vacant.

ADJOURNMENT OF MEETING

47. 1. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
2. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
3. Any business other than that upon which a poll has been demanded, may be proceeded with, pending the taking of the poll.

VOTING RIGHTS

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.



(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

58. *1. The number of Directors of the Company shall not be less than three and not more than fifteen.*

2. Name of the First Director shall be

1. Mr. Daljit Singh Bedi

2. Mr. Gurbax Singh Sedi

59. 1. 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 in accordance with the provisions of Section 152 of the Act or if their number is not three or a multiple of three, then the number nearest to one third shall retire from office in accordance with the provisions of Sections 152 of the Act.
2. (1) Subject to the provisions of the Companies Act, 2013 and Rules made there under each Director shall be paid sitting fees for each meeting of the Board or a committee thereof, attended by him a sum not exceeding Rs. 100,000/- (Rupees One Lacs Only);
- (2) Subject to the provisions of Section 197 of the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in General Meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination, shall be divided among the directors equally of is so determined paid on a monthly basis.
- (3) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.
- (4) Subject to the provisions of Sections 197 of the Act, if any Director be called upon to perform any extra services or make special exertions or efforts (which expression shall include work done by a Director as a member of any committee formed by the Directors) the Board may pay such Director special remuneration for such extra services or special exertions or efforts either by way of a fixed sum or by percentage of profit otherwise and may allow such Director at the cost and expense of the Company such facilities or amenities (such as rent free house, medical aid and free conveyance) as the Board may determine from time to time.



(5) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid in accordance with company's rules to be made by the Board all travelling, hotel and other expenses properly incurred by them :-

- (a) In attending and returning from meetings or adjourned meeting of the Board of Directors or any committee thereof; or
- (b) In connection with the business of the Company.

3. The Directors shall not be required to hold any qualification shares in the Company.

4. If it is provided by any trust deed securing or otherwise in connection with any issue of debentures of the Company that any person or persons shall have power to nominate a Director of the Company then in the case of any and every such issue of debentures, the persons having such power may exercise such power, from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as a Debenture Director. A Debenture Director may be removed from office at 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 liable to retire by rotation.

5. In the course of its business and for its benefit the Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, corporation, government, financing institution or other authority that he or it shall have the right to appoint his or its nominee on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Nominee Directors. Nominee Directors shall be entitled to hold office until requested to retire by the government, authority, person, firm, institution or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Nominee Director vacates office whether upon request as aforesaid or by death, resignation or otherwise the government, authority, person, firm, institution or corporation who appointed such Nominee Director may if the agreement so provide, appoint another Director in his place.

6. Subject to the provisions of Section 161 of the Act, the Board of Directors shall have power to appoint an alternate Director to act for a Director during his absence for a period of not less than three months from India.

7. The Directors shall have power, at any time and from time to time, to appoint any qualified person to be a director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall held office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated as aforesaid but he shall then be eligible for re-election.

8. A person may be or become a director of any company promoted by the company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as director or shareholder of such company. Such Director, before receiving or enjoying such benefits in case in which the provisions of Section 188 of the Act are attracted will ensure that the same have been complied with.

9. Every nomination, appointment or removal of a Special Director shall be in writing and in accordance with the rules and regulations of the government, corporation or any other institution. A Special Director shall be entitled to the same rights and privileges and be subject to same obligations as any other Director or the Company.

10. The office of a Director shall become vacant:-

- (i) on the happening of any of the events provided for in Section 167 of the Act;



- (ii) on the contravention of the provisions of Sections 188 of the Act, or any statutory modifications thereof;
 - (iii) if a person is a Director of more than twenty Companies at a time, out of which not more than 10 (Ten) shall be Public Companies.
 - (iv) in the case of alternate Director on return of the original Director to the State, in terms of Section 161 of the Act; or
 - (v) on resignation of his office by notice in writing and is accepted by the Board.
- 60.** The Board may pay all expenses incurred in getting up and registering the company.
- 61.** The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
- 62.** All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
- 63.** Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 64.** (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
- 65.** 1. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
2. Subject to Section 174 of the Act, the quorum for a meeting of the Board of Directors shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors, whichever is higher; provided that where at any time the number of interested Directors exceeds or is equal to two thirds of the total strength, the number of the remaining Directors, that is to say, the number of directors, who are not interested, present at the meeting, being not less than two, shall be the quorum during such time.
3. The participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under clause 105 of the Articles.
4. If a meeting of the Board could not be held for want of quorum, whatever number of Directors not being less than two, shall be present at the adjourned meeting, notice where of shall be given to all the Directors, shall form a quorum.
- 66.** (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
(iii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote



- 67.** The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
- 68.** 1. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
2. Subject to the restrictions contained in Section 179 & 180 of the Act, the Board may delegate any of its powers to committees of the Board consisting of such member or members of its body as it think fit and it may, from time to time, revoke such delegation and discharge any such committee of the Board either wholly or in part, and either as to persons or purposes, but every committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.
3. The meetings and proceedings of any such committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.
- 69.** (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 70.** (i) A committee may elect a Chairperson of its meetings.
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 71.** (i) A committee may meet and adjourn as it thinks fit.
(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- 72.** All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
- 73.** Subject to Section 175 of the Act and except a resolution which the Act requires specifically to be passed in any board meeting, a resolution in writing, signed by the majority members of the Board or of a committee thereof; for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee, duly convened and held.



CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

74. 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 think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

76. (1) The Board shall provide a common seal for the purposes of the Company and shall have power, from time to time, to vary or cancel the same and substitute a new seal in lieu thereof. The Board shall provide for the safe custody of the seal for the time being.
- (2) Subject to any statutory requirements as to Share Certificates or otherwise, the seal of the company shall not be affixed to any Instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit. (ii) The Board may also carry forward any profits which it may consider necessary not, to divide, without setting them aside as a reserve.
80. (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.
- 81.** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- 82.** (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 83.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 84.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 85.** No dividend shall bear interest against the company.

ACCOUNTS

- 86.** (1) The Board shall cause proper books of accounts to be maintained under Sections 128 & 129 of the Act.
(2) 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 or them, shall be open to the inspection of members not being Directors.
(3) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

WINDING UP

- 87.** 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

- 88.** Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.



OTHERS

89.

SHARE WARRANTS

1. The Company may issue share warrant, subject to and in accordance with, the provisions of the Companies Act 2013 and accordingly the Board may in its discretion with respect of any share which is fully paid up, on application in writing signed by the person registered as holder of the share and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application and on receiving the certificate (if any) of the share; and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.
2. (1) The bearer of a share warrant may at any time deposit the warrant at the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company and of attending and voting and exercising, the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant.
 - (2) Not more than one person shall be recognised as depositor of the share warrant.
 - (3) The Company shall, on two days written notice, return the deposited share warrant to the depositor.
3. (1) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling meeting of the Company or attend or vote or exercise any other privilege of a member at a meeting of the company or be entitled to receive any notice from the Company.
 - (2) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he was named in the register of member as the holder of the shares including in the warrant and he shall be deemed to be a member of the Company in respect thereof.
4. The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction of the original.

MANAGING DIRECTOR(S) AND WHOLE TIME DIRECTOR(S)

1. Subject to provisions of Section 196 & 197 of the Act, the Board of Directors may, from time to time, appoint one or more of their body to the office of Managing Directors or whole time Directors for a period not exceeding 5 (five) years at a time and on such terms and conditions as the Board may think fit and subject to the terms of any agreement entered into with him, may revoke such appointment, and in making such appointments the Board shall ensure compliance with the requirements of the Companies Act, 2013 and shall seek and obtain such approvals as are prescribed by the Act, provided that a Director so appointed, shall not be whilst holding such office, be subject to retirement by rotation but his appointment shall automatically be determined if he ceases to be a Director.
2. The Board may entrust and confer upon Managing Director/s or whole time Director/s any of the powers of management which would not otherwise be exercisable by him upon such terms and conditions and with such restrictions as the Board may think fit, subject always to the superintendence, control and direction of the Board and the Board may, from time to time revoke, withdraw, alter or vary all or any of such powers.
3. Subject to Section 203 of the Act, a Secretary of the Company may be appointed by the Board on such terms, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.



BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

1. Balance Sheet and Profit and Loss Account of the Company will be audited once in a year by a qualified auditor for correctness as per provision of the Act.

AUDIT

1. (a) The first Auditor of the Company shall be appointed by the Board of Directors within thirty days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
(b) The auditor shall be hold office from the conclusion of First Annual General Meeting till conclusion of Sixth Annual General Meeting
(c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.
(d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

SECRECY

1. Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its 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 directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.



SECTION XI – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus to be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at G.T. Road, Ludhiana, Doraha-141421, Punjab, India, from date of this Draft Red Herring Prospectus to Bid/Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

MATERIAL CONTRACTS TO THE ISSUE

1. Issue Agreement dated December 20, 2024 between our Company and the Book Running Lead Manager.
2. Agreement dated December 20, 2024 between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated [●] between our Company and the Underwriter.
4. Market Making Agreement dated [●] between our Company, the Book Running Lead Manager and the Market Maker.
5. Syndicate Agreement dated [●] between our Company, the Book Running Lead Manager, the Syndicate Member and the Registrar to the Issue.
6. Public Issue Account agreement dated [●] among our Company, the Book Running Lead Manager, the Public Issue Bank/ Banker to Issue, and the Registrar to the Issue.
7. Tripartite agreement dated September 10, 2024, among NSDL, our Company and the Registrar to the Issue.
8. Tripartite agreement dated July 16, 2024, among CDSL, our Company and the Registrar to the Issue.

MATERIAL DOCUMENTS TO THE ISSUE

1. Our Memorandum and Articles of Association, as amended from time to time.
2. Our Company was incorporated under the name & style of “Bedi Steels Private Limited” having Certificate of incorporation dated September 04, 1990. Further, upon conversion of our Company from private limited to public limited company a fresh Certificate of Incorporation dated September 11, 2024 was issued by Registrar of Companies, Punjab and Chandigarh.
3. Resolution of the Board of Directors dated December 09, 2024, authorising the Issue.
4. Resolution of the shareholders dated December 16, 2024, under section 62(1)(c) of the Companies Act, 2013 authorising the Issue.
5. Resolution of the Board of Directors of the Company dated March 28, 2025 taking on record and approving this Draft Red Herring Prospectus.
6. Auditor’s Report dated March 24, 2025 on the Restated Financial Information of our Company included in this Draft Red Herring Prospectus.
7. The Statement of Possible Tax Benefits dated March 24, 2025 from our Statutory Auditors included in this Draft Red Herring Prospectus.
8. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory & Peer Review Auditor, Bankers to our Company, Chartered Engineer, Banker to the Issue, the Book Running Lead Manager, the Underwriter, the Market Maker, Syndicate Member, Registrar to the Issue, Legal Advisor to act in their respective capacities.
9. Copy of approval from BSE *vide* letter dated [●] to use the name of BSE in the Offer Document for listing of Equity Shares on SME Platform of BSE.
10. Due Diligence Certificate dated March 28, 2025 from the Book Running Lead Manager.
11. Copy of Managing Director Agreement between Mr. Prayank Gupta and our Company dated November 20, 2024 for his appointment.
12. Copy of Whole-Time Director Agreement between Mr. Mahesh Gupta and our Company dated November 20, 2024 for his appointment.



13. NOC from secured lenders i.e. CSB Bank Limited dated December 20, 2024 and Bank of Maharashtra dated December 20, 2024.
14. Certificates issued by M/s Jain Mittal Chaudhary & Associates, Chartered Accountants certifying the Issue Expenses, Net Worth, Working Capital, Cost of Acquisition, Other Financial Information, Financial Indebtedness, Capitalisation Statement and Key Performance Indicators.
15. Certificate dated March 28, 2025 issued by Srishti Goyal & Associates, Company Secretaries.
16. Chartered Engineer certificate on capacity utilisation dated March 02, 2025 from M/s Garg & Associates, independent chartered engineer as an expert defined under Section 2(38) of the Companies Act, 2013.
17. Factory Visit Report of the Issuer Company dated March 08, 2025, issued by the Book Running Lead Manager.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, with the approval of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE MANAGING DIRECTOR OF OUR COMPANY:

Name	DIN	Designation	Signature
Prayank Gupta	08737832	Managing Director	Sd/-

Date: March 28, 2025

Place: Ludhiana, Punjab



DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHAIRMAN & WHOLE TIME DIRECTOR OF OUR COMPANY:

Name	DIN	Designation	Signature
Mahesh Gupta	02243602	Chairman & Whole Time Director	Sd/-

Date: March 28, 2025

Place: Ludhiana, Punjab



DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Name	DIN	Designation	Signature
Khusboo Gupta	08737923	Director	Sd/-

Date: March 28, 2025

Place: Ludhiana, Punjab



DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY:

Name	DIN	Designation	Signature
Kapil Khera	07679174	Independent Director	Sd/-

Date: March 28, 2025

Place: Ludhiana, Punjab



DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY:

Name	DIN	Designation	Signature
Mala Poddar	10718525	Independent Director	Sd/-

Date: March 28, 2025

Place: Ludhiana, Punjab



DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY:

Name	DIN	Designation	Signature
Punit Kumar Rastogi	03178986	Independent Director	Sd/-

Date: March 28, 2025

Place: Ludhiana, Punjab



DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY:

Name	PAN	Designation	Signature
Dishant Khanna	GLXPD7552N	Company Secretary & Compliance Officer	Sd/-

Date: March 28, 2025

Place: Ludhiana, Punjab



DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Name	PAN	Designation	Signature
Abhishek Sehgal	MZVPS3909N	Chief Financial Officer	Sd/-

Date: March 28, 2025

Place: Ludhiana, Punjab