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Draft Red Herring Prospectus
Dated: November 27, 2024
100% Book Building Issue
Please read Section 26 and 32 of Companies Act, 2013

KVS CASTINGS LIMITED
(Formerly known as KVS Castings Private Limited)
CIN: U27100UR2019PLC012217

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	EMAIL & TELEPHONE	WEBSITE
B-25, 29, Industrial Estate Bazpur Road, Udham Singh Nagar, Kashipur, Uttarakhand, India, 244713	N.A.	Ms. Shweta Mehrotra Company Secretary & Compliance officer	Phone No.: + 91 7535910007 E-mail ID: cs.kcpl@kvspremier.com	https://kvs铸件.com/

NAME OF PROMOTER(S) OF THE COMPANY

MR. ARPAN JINDAL, MR. DEVENDRA KUMAR AGARWAL, MS. REKHA AGARWAL, MS. VENU JINDAL AND M/S KUMAUN GARHWAL INFRASTRUCTURAL INDUSTRIAL CORPORATION PRIVATE LIMITED

DETAILS OF OFFER TO PUBLIC, PROMOTERS/ SELLING SHAREHOLDERS

Type	Fresh Issue Size (By Number of Shares)	OFS Size (By amount in Rs. Lakh)	Total Issue Size (By Number of Shares)	Eligibility & Share Reservation among NII & RII
Fresh Issue	49,69,600 Equity Shares of face value of Rs. 10/- each aggregating upto Rs [●] Lakhs.	Nil	49,69,600 Equity Shares of face value of Rs. 10/- each aggregating upto Rs [●] Lakhs.	The Issue is being made pursuant to Regulation 229(2) of SEBI (ICDR) Regulations as the company's post issue paid-up capital is more than 10 Crores and upto 25 Crores. For details of Share reservation among QIBs, NIIs and RIIs, see "Issue Structure" beginning on page 299.

Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (upto maximum of 10 shareholders)

Name	Type	No. of shares offered/ Amount in Rs.	WACA in Rs. Per Equity Shares
N.A.			

P: Promoter, PG: Promoter Group, OSS: Other Selling Shareholders, WACA: Weighted Average Cost of Acquisition on fully diluted basis

RISKS IN RELATION TO THE FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of our Equity Shares is ₹10 each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager as stated in "Basis for Issue Price" on page 88 of this Draft Red Herring Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

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

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 this 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 make 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 of our Company offered through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated [●] from BSE Limited for using its name in the Draft Red Herring Prospectus for listing of our shares on the SME Platform of BSE Limited. For the purpose of this Issue, BSE Limited shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE

 <p>NARNOLIA FINANCIAL SERVICES LIMITED Address: 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India Telephone: 033- 40501500; +91- 8130678743 Email: pankaj.passi@narnolia.com ; ipo@narnolia.com Website: www.narnolia.com Contact Person: Mr. Pankaj Pasi SEBI Registration Number: INM000010791 CIN: U51909WB1995PLC072876</p>	 <p>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED Address: D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 Telephone: +91-11-40450193-97 Fax No: +91-11-26812683 Email: compliances@skylinerta.com Website: www.skylinerta.com Contact Person: Mr. Pawan Bisht SEBI Registration Number: INR000003241 CIN: U74899DL1995PTC071324</p>
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BID/ISSUE PERIOD

Anchor Bid opens on: [●]*

Bid/ Issue open 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 Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.



KVS CASTINGS LIMITED
(Formerly known as KVS Castings Private Limited)

Our Company was originally formed as a Partnership Firm under the Partnership Act, 1932 ("Partnership Act") in the name and style of "Kashi Enterprises" pursuant to Deed of Partnership dated August 20, 2005. Further, "Kashi Enterprises" was thereafter converted from Partnership Firm to a Private Limited Company under Part I chapter XXI of the Companies Act, 2013 with the name and style of "KVS Castings Private Limited" and received a Certificate of Incorporation bearing CIN U27100UR2019PTC012217 from the Registrar of Companies, Delhi dated June 10, 2019. Subsequently, pursuant to a special resolution passed by the Shareholders at their Extra Ordinary General Meeting held on July 02, 2024, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to "KVS Castings Limited" and a Fresh Certificate of Incorporation pursuant to Conversion was issued on September 09, 2024 by the Registrar of Companies, Central Processing Center. As on the date of this Draft Red Herring Prospectus, the Corporate Identity Number of our Company is U27100UR2019PLC012217.

Registered Office: B-25, 29, Industrial Estate Bazpur Road, Udham Singh Nagar, Kashipur, Uttarakhand, India, 244713

Tel: +91 7535910007; **Fax:** N.A., **Website:** <https://kvscastings.com/> **E-mail:** cs.kcpl@kvspremier.com

Company Secretary and Compliance Officer: Ms. Shweta Mehrotra

Our Promoters: Mr. Arpan Jindal, Mr. Devendra Kumar Agarwal, Ms. Rekha Agarwal, Ms. Venu Jindal and M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited

THE ISSUE

INITIAL PUBLIC OFFERING UP TO 49,69,600 EQUITY SHARES OF RS. 10/- EACH ("EQUITY SHARES") OF KVS CASTINGS LIMITED ("KVS CASTINGS" OR THE "COMPANY") FOR CASH AT A PRICE OF RS. [●]/- PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO RS. [●] LAKHS ("THE ISSUE"). OUT OF THE ISSUE, UP TO 2,76,800 EQUITY SHARES AGGREGATING TO RS. [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UP TO 46,92,800 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH AT AN ISSUE PRICE OF RS. [●]/- PER EQUITY SHARE AGGREGATING TO RS. [●] LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.50% AND 25.01%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS RS.10/- EACH AND THE FLOOR PRICE AND CAP PRICE ARE [●] TIMES AND [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES, RESPECTIVELY.

The price band and the minimum bid lot will be decided by our company, in consultation with the book running lead manager and will be advertised in all editions of [●] (which are widely circulated English daily newspaper) and all editions of [●] (which are widely Hindi daily newspaper) and all editions of [●] the regional language of Uttarakhand, where our registered office is located), at least two working days prior to the bid/offer opening date and shall be made available to BSE Limited ("BSE", "stock exchange") for the purpose of uploading on their respective website.

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 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60.00% 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, 5.00% 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 5.00% 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 15.00% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Offer 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. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "Issue Procedure" on page 263.

RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs.10/. The Issue Price, Floor Price or the Price band as stated under the chapter titled "Basis for the Issue Price" beginning on page 88 of this Draft Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their 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 this Issue, including the risks involved. The Equity Shares 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 section titled "Risk Factors" beginning on page 27 of this Draft Red Herring Prospectus.

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 this 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 make 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 of our Company offered through this Draft Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated [●] from BSE Limited for using its name in the Draft Red Herring Prospectus for listing of our shares on the SME Platform of BSE Limited. For the purpose of this Issue BSE Limited shall be the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE



NARNOLIA FINANCIAL SERVICES LIMITED

Address: 201, 2nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India

Telephone: 033- 40501500; +91- 8130678743

Email: pankaj.passi@narnolia.com ; ipo@narnolia.com

Website: www.narnolia.com

Contact Person: Mr. Pankaj Pasi

SEBI Registration Number: INM000010791

CIN: U51909WB1995PLC072876



SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

Address: D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020

Telephone: +91-11-40450193-97

Fax No: +91-11-26812683

Email: compliances@skylinerta.com

Website: www.skylinerta.com

Contact Person: Mr. Pawan Bisht

SEBI Registration Number: INR000003241

CIN: U74899DL1995PTC071324

BID/ISSUE PERIOD

Anchor Bid opens on: [●]*

Bid/ Issue open 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 Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Draft Red Herring Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactments notified thereto.

Notwithstanding the foregoing, terms in “Main Provisions of the Articles of Association”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Industry Regulations and Policies”, “Financial Statements”, “Outstanding Litigation and Other Material Developments”, will have the meaning ascribed to such terms in these respective sections.

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

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

General Terms

Term	Description
“KVS Castings Limited” or “KVS Castings”, “We” or “us” or “the Issuer” or “the/our Company”	Unless the context otherwise requires, refers to KVS Castings Limited, a company incorporated under the Companies Act, 2013, vide Corporate Identification Number U27100UR2019PLC012217 and having registered office at B-25, 29, Industrial Estate Bazpur Road, Udham Singh Nagar, Kashipur, Uttarakhand, India, 244713
“we”, “us” or “our”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your”, or “yours”	Prospective Investor in this issue

Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of KVS Castings Limited, as amended from time to time.
Associate Companies	A body corporate in which any other company has a significant influence, but which is not a subsidiary of the company having such influence and includes a joint venture company.
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled “Our Management” on page 166 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company, M/s Arora Gupta & Co., Chartered Accountants having firm registration number 021313C.
Board of Directors /	The Board of Directors of KVS Castings Limited, including all duly constituted

Board/ Director(s)	committees thereof.
Central Registration Centre (CRC)	It's an initiative of the Ministry of Corporate Affairs (MCA) in Government Process Re-engineering (GPR) with the specific objective of providing speedy incorporation related services in line with global best practices. For more details, please refer http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.htm
Companies Act	The Companies Act, 2013
Chief Financial Officer	The Chief Financial Officer of our Company being Mr. Raj Kumar Arora.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Shweta Mehrotra.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Director	The Director(s) of our Company, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of Rs. 10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding equity shares of our Company.
Group Companies	In terms of SEBI ICDR Regulations, the term "Group Companies" includes companies (other than promoters and subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and any other companies as considered material by our Board, in accordance with the Materiality Policy, as described in "Our Group Companies" on page 195 of this Draft Red Herring Prospectus.
HUF	Hindu Undivided Family.
Independent Director	A Non- executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	International Securities Identification Number, in this case being INE163701019.
Key Managerial Personnel / Key Managerial Employees	Key Management Personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see section entitled "Our Management" on page 166 of this Draft Red Herring Prospectus.
Legal Advisors to the Issue	The Legal Advisors being, Mr. Manesh Agarwal, Advocate having registration number UP4724/98.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of KVS Castings Limited.
Non-Residents	A person resident outside India, as defined under FEMA.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted as the Company's Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled "Our Management" on page 166 of this Draft Red Herring Prospectus.
NRIs / Non-Resident Indians	An Individual resident outside India, as defined under FEMA and who is a citizen of India, or a Person of Indian Origin as defined under FEMA.
Peer Review Auditor	Peer Review Auditor having a valid Peer Review certificate No. 014699 in our case being M/s Arora Gupta & Co., Chartered Accountants (FRN:021313C) having their office at T-2, Gole Market, Near Gurudwara Singh Sabha, Rudrapur-

	263153, Uttarakhand.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoters or Our Promoters	Mr. Arpan Jindal, Mr. Devendra Kumar Agarwal, Ms. Rekha Agarwal, Ms. Venu Jindal and M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited
Promoters Group	The companies, individuals and entities (other than companies) as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, which is provided in the chapter titled “Our Promoters Group”. For further details refer page 193 of this Draft Red Herring Prospectus.
Registered Office	The Registered office of our company which is located at B-25, 29, Industrial Estate Bazpur Road, Udham Singh Nagar, Kashipur, Uttarakhand, India, 244713.
Restated Financial Statements	The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities for the period as at June 30, 2024 and for the year ended as at March 31, 2024, March 31, 2023 and March 31, 2022 and the restated statements of profit and loss and the restated cash flows for the period ended June 30, 2024 and for the year ended as at March 31, 2024, March 31, 2023 and March 31, 2022 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
ROC	Registrar of Companies, Uttarakhand.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover) Regulations or SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
Stakeholders’ Relationship Committee	The committee of the Board of Directors constituted as the Company’s Stakeholders’ Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled “Our Management” on page 166 of this Draft Red Herring Prospectus.
Stock Exchange/ Exchange	Unless the context requires otherwise, refers to, the SME Platform of BSE Limited.
Subsidiary	For details of our Subsidiary, refer section titled “History and Certain Corporate Matters” beginning on page no. 160 of this Draft Red Herring Prospectus.
Subscribers to MOA	Initial Subscriber to the MOA being Mr. Arpan Jindal, Mr. Devendra Kumar

	Agarwal, Mr. Puneet Mohindra on behalf of M/s Annapurna Steels Private Limited, Mr. Braham Prakash Goel on behalf of M/s Kashi Vishwanath Steels Private Limited, Mr. Sumit Agarwal on behalf of M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited, Mr. Mithlesh Kumar Agarwal on behalf of M/s Sharma Investments Limited and Mr. Dinesh Goel on behalf of M/s Tomar Investments Limited
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Issue Related Terms

Terms	Description
Abridged Prospectus	Abridged Prospectus to be issued as per SEBI ICDR Regulations and appended to the Application Form.
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allocation Note	Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted.
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 Draft Red Herring Prospectus/ Red Herring Prospectus and who has Bid for an amount of at least Rs. 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Draft Red Herring Prospectus/ 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/Offer 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 Draft Red Herring Prospectus/ Red Herring Prospectus and the Prospectus.
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/Offer 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 Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Draft Red Herring Prospectus/ 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 BRLM.
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in

	accordance with the SEBI ICDR Regulations.
Applicant/ Investor	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft 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 an SCSB and specified in the Application Form which will be blocked by such SCSB or account of the RIIs blocked upon acceptance of UPI Mandate request by RIIs using the UPI mechanism to the extent of the appropriate Bid / Application Amount in relation to a Bid / Application by an ASBA Applicant.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, 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/ Refund Banker.	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 [●].
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 263 of this Draft Red Herring Prospectus.
Bid	An indication to make an Offer during the Bid/Offer 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 the submission of a Bid cum 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 in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Bid cum Application Form.
Bidder	Any investor who makes a Bid pursuant to the terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIBs and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid
Bid cum Application Form	Anchor Investor application form or ASBA form (with and without the use of UPI, as may be applicable), whether physical or electronic, which will be considered as the application for Allotment in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.

Bidding/Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process	The book building process, as described in Part A, Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue will be made
Book Running Lead Manager or BRLM/ Lead Manager or LM	The book running lead manager to the Issue, namely Narnolia Financial Services Limited (NFSL).
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to Anchor investors indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the designated stock exchange.
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be atleast 105% of the Floor Price.
Client ID	Client Identification Number maintained with one of the Depositories in relation to Demat account.
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Issued by SEBI.
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.
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 Date	The date on which relevant amounts blocked by SCSBs are transferred from the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Draft Red Herring Prospectus following which Equity Shares will be Allotted in the Offer.
Designated Intermediaries/ Collecting Agent	In relation to ASBA Forms submitted by RIIs authorizing an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub- syndicate members, Registered Brokers, CDPs and RTAs.

Designated CDP Locations	Such locations of the CDPs where Applicant can submit the 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 Application Forms are available on the websites of the Stock Exchange i.e. www.bsesme.com .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at Intermediaries [www.sebi.gov.in] or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	SME Platform of BSE Limited. (BSE SME)
Draft Red Herring Prospectus	This Draft Red Herring Prospectus dated November 27, 2024, issued in accordance with Section 26 and 32 of the Companies Act, 2013 and the SEBI (ICDR) Regulations and filed with BSE SME for obtaining In- Principle Approval.
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 (BSE)	The SME Platform of BSE Limited (BSE) for listing equity shares offered under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME Exchange.
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ Sole Applicant	The applicant whose name appears first in the Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted.
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and certain other amendments to applicable laws and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 notified by SEBI and included in the chapter “Issue Procedure” on page no. 263 of this Draft Red Herring Prospectus.
Issue/ Issue Size/ Initial Public Offer/Initial Offering/ IPO	Initial Public Issue of up to 49,69,600 Equity Shares of face value of Rs.10/- each fully paid up of our Company for cash at a price of Rs. [●]/- per Equity Share (including a premium of Rs. [●]/- per Equity Share) aggregating Rs. [●] Lakhs.
Issue Agreement/ Memorandum of Understanding (MOU)	The agreement/MOU dated September 25, 2024, between our Company and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription i.e. [●]

Issue Opening Date	The date on which Issue opens for subscription i.e. [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective investors may submit their application.
Issue Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus which will be decided by our Company in consultation with the BRLM, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price, which will be decided by our Company in consultation with the BRLM, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus.
Issue Proceeds	Proceeds from the Issue will be, being Rs. [●] Lakhs.
Listing Agreement	The equity listing agreement to be signed between our Company and BSE Limited.
Market Maker	Market Makers appointed by our Company from time-to-time [●] having SEBI registration number [●] who have 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 Making Agreement	The Agreement entered into between the BRLM, Market Maker and our Company dated [●].
Market Maker Reservation	The Reserved Portion up to 2,76,800 equity shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. [●]/- per equity share aggregating Rs. [●] Lakh 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.
Net Issue/ Offer	The Issue (excluding the Market Maker Reservation Portion) up to 46,92,800 Equity Shares of Rs. 10/- each of Issuer at Rs. [●] /- (including share premium of Rs. [●] /- per equity share aggregating to Rs. [●] /- Lakhs.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “Objects of the Issue” beginning on page 81 of this Draft Red Herring Prospectus.
Non-Institutional Applicants	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	company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under FEMA. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through ECS / NECS, Direct Credit, RTGS or NEFT, as applicable.
Price Band	The price band ranging from the Floor Price of Rs. [●] per Equity Share to the Cap Price of Rs. [●] per Equity Share, including any revisions thereto. The Price Band and minimum Bid Lot, as decided by our Company in consultation with the BRLM, will be advertised in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper).

	newspaper, all editions of [●] being the regional language of Uttarakhand, where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites.
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalize the Offer Price.
Prospectus	The Prospectus to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. [●] by our Company to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers / QIBs	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 4A of the Companies Act, 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 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. 2,500 Lakh, pension fund with minimum corpus of Rs. 2,500 Lakh, NIF and 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.
Red Herring Prospectus/RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three days before the Bid/Offer Opening Date.
Refund Account	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	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Issue, at which the Refund Account for the Issue will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar/ Registrar to the Issue	Registrar to the Issue being Skyline Financial Services Private Limited. For more information, please refer “General Information” on page 52 of this Draft Red Herring Prospectus.
Registrar Agreement	The agreement dated September 25, 2024, entered between our Company and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than Rs. 2,00,000.

Revision Form	The form used by the Applicants to modify the quantity of the Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s). QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Application Amounts (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can withdraw or revise their Application until Offer Closing Date).
SCSB	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html or at such other website as may be prescribed by SEBI from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI. In this case being [●].
Underwriters	Underwriters to this Issue is Narnolia Financial Services Limited
Underwriting Agreement	The agreement dated September 25, 2024, entered into between Narnolia Financial Services Limited and our Company.
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, working days means, all days on which commercial banks in the city as specified in this Draft Red Herring Prospectus are open for business. <ol style="list-style-type: none"> 1. However, in respect of announcement of price band and bid/ Offer period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Draft Red Herring Prospectus are open for business. 2. In respect to the time period between the bid/ Offer 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 holidays in accordance with circular issued by SEBI.

Conventional Terms / General Terms / Abbreviations/ Industry related terms

Abbreviation	Full Form
“₹” or “Rs.” or “Rupees” or “INR”	Indian Rupees, the official currency of the Republic of India
A/c	Account
ACIT	Assistant Commissioner of Income Tax
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount

AY	Assessment Year
Bn	Billion
BIS	Bureau of Indian Standards
BSE	BSE Limited (BSE)
BSE	Bombay Stock Exchange of India
BSE SME	SME Platform of BSE
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CEO	Chief Executive Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
DCS	Distributed Control System
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DP	Depository Participant
DPDP Act	Digital Personal Data Protection Act, 2023
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	Foreign Portfolio Investors as defined under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 and as amended thereunder.
FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FY/Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods and Service Tax
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
MAPIN	Market Participants and Investors' Integrated Database
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value

NGT	National Green Tribunal
NPV	Net Present Value
NRE Account	Non-Resident External Account
NRI	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
OSP	Other Service Provider
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PCB	Pollution Control Board
PSU	Public Sector Undertaking
QA/QC	Quality Assurance / Quality Control
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
RERA	Real Estate Regulatory Authority
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
SPV	Special Purpose Vehicle
STT	Securities Transaction Tax
Super Area	The built-up area added to share of common areas which includes staircases, reception, lift shafts, lobbies, club houses and so on
TPDS	Targeted Public Distribution System
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular

	number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	The request initiated by the Sponsor Bank and received by an RII using the UPI Mechanism to authorize blocking of funds on the UPI mobile or other application equivalent to the Bd Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a RIB to make an application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction
VCF / Venture CapitalFund	Venture Capital Funds (as defined under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012) registered with SEBI under applicable laws in India.
WEO	World Economic Outlook

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

Technical / Industry related Terms

Term	Description
ACIT	Assistant Commissioner of Income Tax
APQP	Advanced Product Quality Planning
BOM	Bill of Material
CMM	Coordinate Measuring Machine
CNC	Computer Numerical Control
CFT	Core Functional Team
CRC	Cold Rolled Cuttings
FIFO	First In, First Out
GCS	Green Compression Strength
HMC	Horizontal Machining Centre
HTS	Hot Tensile Strength
HP	Horsepower
IATF	International Automotive Task Force
ISO	International Organization for Standardization
Kg	Kilogram
KV	Kilovolts
KVA	Kilo-volt-amperes
MM	Millimeter
MT	Metric ton
MS	Mild Steel
P.O.	Purchase Order
PTOs	Power Take-offs
RDSO	Research Design and Standards Organisation

RFQ	Request for Quote
SJS	Simultaneous Jolt and Squeeze Machine
TPH	Tons per Hour
TCS	Traction Control System
UTM	Universal Testing Machine
VMC	Vertical Machining Center

Notwithstanding the foregoing:

1. *In the section titled “Main Provisions of the Articles of Association” beginning on page number 304 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
2. *In the chapters titled “Summary of Offer Documents” and “Our Business” beginning on page numbers 19 and 119 respectively, of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
3. *In the section titled “Risk Factors” beginning on page number 27 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
4. *In the chapter titled “Statement of Tax Benefits” beginning on page number 97 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*
5. *In the chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” beginning on page number 210 of the Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.*

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PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references in the Draft Red Herring Prospectus to “India” are to the Republic of India. All references in the Draft Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

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

Financial Data

Unless stated or the context requires otherwise, the financial information and financial ratios in this Draft Red Herring Prospectus are derived from our Restated Financial Statements which comprise the restated statement of assets and liabilities as at June 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, the restated statement of profits and loss (including other comprehensive income), and the restated statement of cash flows as at June 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022 together with the summary statement of significant accounting policies, and other explanatory information thereon, each derived from the audited financial statements of our Company as at June 30, 2024, March 31, 2024, March 31, 2023, and March 31, 2022, each prepared in accordance with GAAP, and restated in accordance with the requirements of the SEBI ICDR Regulations, as amended from time to time, and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI and included in "Summary of Financial Information", "Restated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 48, 208 and 210, respectively.

Our Company's financial year commences on April 01 and ends on March 31 of next year. Unless stated otherwise, all references in this Draft Red Herring Prospectus to the terms Fiscal or Fiscal Year or Financial Year or FY are to the 12 months ended March 31 of such year. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Draft Red Herring Prospectus are to a calendar year.

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 “Risk Factors”, “Our Business”, “Management's Discussion and Analysis of Financial Condition 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 “Restated Financial Statements” beginning on page 208 of this Draft Red Herring Prospectus.

Currency and units of presentation

In this Draft Red Herring Prospectus, All references to:

- ‘Rupees’ or ‘₹’ or ‘Rs.’ are to Indian Rupees, the official currency of the Republic of India.

- ‘U.S.\$’, ‘U.S. Dollar’, ‘USD’ or ‘U.S. Dollars’ are to United States Dollars, the official currency of the United States of America.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in "lakhs" of units or in whole numbers where the numbers have been too small to be represented in lakhs. One lakh represents 1,00,000 and ten lakhs represents 10,00,000 and one crore represents 1,00,00,000 and ten crores represents 10,00,00,000. However, where any figures that may have been sourced from third-party industry sources may be expressed in denominations other than lakhs, such figures have been expressed in this Draft Red Herring Prospectus in such denominations as provided in their respective sources.

Exchange Rates

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

Unless otherwise particularly stated in the Draft Red Herring prospectus, the following table set forth, for period indicated, information with respect to the exchange rate between the Rupee and other foreign currencies:

(Amount in Rupees)

Currency	Exchange Rate as on			
	June 30, 2024**	March 31, 2024*	March 31, 2023	March 31, 2022
1 USD	83.45	83.37	82.22	75.81

Source: RBI / Financial Benchmark India Private Limited (www.fbil.org.in)

**Since June 30, 2024, was a Sunday, the exchange rate was considered as on June 28, 2024, being the last working day prior to June 30, 2024.

* Since March 31, 2024, was a Sunday, the exchange rate was considered as on March 28, 2024, being the last working day prior to March 31, 2024.

Industry and Market Data

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

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FORWARD LOOKING STATEMENTS

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

These forward-looking statements can generally be identified by words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions.

Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- our inability to capitalize the opportunities and growth in the ferrous casting industry;
- our dependency on the Auto Components industry;
- termination of lease agreements with respect to the properties used by our company;
- our dependency on significant power requirements for continuous running of our manufacturing units;
- our dependency on third party transportation providers for the timely delivery of raw materials
- our dependency on our management team and certain management personnel;
- our dependence on limited number of customers for a significant portion of our revenues;
- our ability to successfully identify customer requirements and preferences and gain customer acceptance for our services;
- our ability to successfully implement strategy, growth and expansion plans
- our ability to respond to new innovations in our industry
- our ability to adapt with the technological advancements;
- conflict of interest with affiliated companies, the promoter group and other related parties;
- general social and political conditions in India which have an impact on our business activities or investments;
- impact of Covid 19 pandemic or any future pandemic;
- market fluctuations and industry dynamics beyond our control;
- developments affecting the Indian economy;

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 27, 119 and 210, respectively of this Draft Red Herring Prospectus.

Forward looking statements reflect views as of the date of the Draft Red Herring Prospectus and not a guarantee of future performance. 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. Neither our Company / our directors nor the BRLM, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the BRLM will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).

SECTION II - SUMMARY OF OFFER DOCUMENTS

The following is a general summary of the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant for prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including in “Definitions and Abbreviations”, “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the issue”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Summary of our Financial Statements”, “Issue Procedure”, “Outstanding Litigation and Material Developments” and “Terms of the Articles of Association” beginning on pages 2, 27, 46, 61, 81, 101, 119, 184, 48, 263, 227 and 304 respectively.

SUMMARY OF OUR BUSINESS OVERVIEW

As the Foundry Division of the KVS Premier Group, Our Company specializes in quality ferrous castings. Our Company is involved in the manufacturing and production of Cast Iron and Ductile Iron castings. We deliver comprehensive casting solutions tailored to meet our customers' needs. From cast iron to stainless steel, we offer a total casting solution under one roof, with a portfolio of more than 150 products, including Suspension Brackets, Brake Drums, Gear Box Housing, Pump Body, Oil Filters and more.

We ensure maintaining the required quality standards, we are accredited with certifications in IATF 16949:2016, ISO 9001:2015 and Certified by the RDSO (Research and development organization under the Ministry of Railways in India).

We are the castings supplier for various industries, including:

- Automobile including passenger and commercial vehicles
- Railway
- Heavy Machinery and Equipment
- Energy and Power Generation
- Infrastructure and Construction
- Agricultural Machinery includes Tractor

SUMMARY OF OUR INDUSTRY

India Foundry market/ Indian Ferrous Casting Market

The India Foundry Market size is estimated at USD 19.46 billion in 2024, and is expected to reach USD 31.77 billion by 2029, growing at a CAGR of 10.30% during the forecast period (2024-2029).

During the COVID-19 pandemic in December 2020, more than 400 small foundries in Coimbatore shut their doors due to rising raw material prices. The shutdown affected lakhs of employees working in and with the foundries, as well as in other industries such as pumps, textile machines, automobiles, and other engineering sectors. Moreover, in March 2022, several foundry units in Kolhapur were temporarily closed and declared three to four days of holiday for their employees due to a sharp increase in raw material prices caused by the Russia-Ukraine war.

(Source: <https://www.mordorintelligence.com/industry-reports/india-foundry-market>).

Global Iron Casting Industry/ Ferrous Casting Industry

The iron casting market size was valued at US\$ 143.67 billion in 2023 and is expected to reach US\$ 222.84 billion by 2031; it is estimated to register a CAGR of 5.6% from 2023 to 2031.

Iron castings are crucial for the manufacturing of engine components, transmission to gearbox components, suspension systems, braking systems, wheels and rims, and other automotive components. Iron castings are also critical structural components used for the production of expansion joints, columns, beams, and trusses in the building & infrastructure industry. The production of precise and durable iron casting through advanced manufacturing processes enables the cost-effective production of critical automotive and construction elements.

(Source: <https://www.giiresearch.com/report/tip1535269-iron-casting-market-size-forecast-global-regional.html>)

PROMOTERS OF OUR COMPANY

The promoters of our Company are Mr. Arpan Jindal, Mr. Devendra Kumar Agarwal, Ms. Rekha Agarwal, Ms. Venu Jindal and M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited. For detailed information please refer to the chapter titled “Our Promoters” on page number 184 of this Draft Red Herring Prospectus.

ISSUE SIZE

The issue size comprises of fresh issue of up to 49,69,600 Equity Shares of face value of Rs. 10/- each fully paid-up of the Company for cash at price of Rs. [●] /- per Equity Share (including premium of Rs. [●]/- per Equity Share) aggregating total issue size amounting to Rs. [●] Lakhs, of which up to 2,76,800 Equity Shares of Face Value of ₹ 10/- each at a price of ₹ [●] aggregating to ₹ [●] Lakhs will be reserved for subscription by Market Maker (“Market Maker Reservation Portion”) and Net Issue to Public of up to 46,92,800 Equity Shares of Face Value of ₹10/- each at a price of ₹ [●] aggregating to ₹[●] Lakhs (hereinafter referred to as the “Net Issue”) The Issue and the Net Issue will constitute 26.50% and 25.01% respectively of the Post Issue paid up Equity Share Capital of Our Company

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following objects:

S. No	Particulars	(Rupees in Lakhs)
1.	Capital Expenditures	2600.00
2.	General Corporate Purposes*	[●]
Net Issue Proceeds		[●]

**To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC and the amount to be utilized for general corporate purposes shall not exceed 25% of the amount raised by our Company.*

AGGREGATE PRE-ISSUE SHAREHOLDING OF THE PROMOTERS AND PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE ISSUER:

S. N.	Name of shareholder	Pre issue		Post issue	
		No. of equity Shares	As a % of Issued Capital	No. of equity Shares	As a % of Issued Capital
Promoters					
1.	Mr. Arpan Jindal	13,08,515	9.49%	13,08,515	6.98%
2.	Mr. Devendra Kumar Agarwal	13,06,793	9.48%	13,06,793	6.97%
3.	Ms. Rekha Agarwal	13,06,424	9.48%	13,06,424	6.97%

4.	Ms. Venu Jindal	12,63,292	9.17%	12,63,292	6.74%
5.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	35,75,610	25.94%	35,75,610	19.07%
Total – A		87,60,634	65.83%	87,60,634	46.07%
Promoter Group					
6.	M/s Kashi Vishwanath Steel Private Limited	20,82,923	15.11%	20,82,923	11.11%
7.	M/s Annapurna Steels Private Limited	24,60,287	17.85%	24,60,287	13.12%
8.	M/s KVS Ispat Private Limited	3,280	0.02%	3,280	0.02%
Total- B		45,46,490	34.17%	45,46,490	24.24%
Grand Total (A+B)		1,33,07,124	96.55%	1,33,07,124	70.96%

SUMMARY OF FINANCIAL INFORMATION

On the basis of Restated Financials:

(Rupees in Lakhs)

Particulars	For the Period ended 30 June 2024	For the Year ended 31 March, 2024	For the Year ended 31 March, 2023	For the Year ended 31 March, 2022
Share Capital	1,330.71	32.46	32.46	32.46
Net Worth	2,743.30	2,582.41	1,983.43	1,499.59
Revenue from operation	1,325.24	5,415.75	5,726.34	4,633.29
Profit after Tax	160.90	598.98	483.84	121.14
EPS Basic and Diluted (in Rs.)	1.21	4.50	3.64	1.32
NAV per Equity Share (in Rs.)	20.62	19.41	14.91	16.40
Total borrowings				
- Long Term	20.58	28.13	295.04	200.38
- Short Term	32.57	30.00	202.74	178.69

QUALIFICATIONS OF AUDITORS

There are no qualifications of our Statutory Auditor which have not been given effect to in the Restated Financial Statements.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company is provided below:

(Amount in Rupees)

Name	By/Against	Civil Proceedings	Criminal Proceeding	Tax Proceedings	Actions by regulatory authorities	Amount
Company	By	1	-	-	-	-
	Against	1	-	-	-	67,424.00
Promoter	By	2	-	-	-	-
	Against	-	-	2	-	3,25,901.00
Group Companies/Entities	By	-	2	-	-	12,29,866.00
	Against	1	-	19	-	7,57,44,631.00
	By	-	-	-	-	-

Directors other than promoters	Against	-	-	-	-	-
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Note: To the extent ascertainable

For further details please refer to the chapter titled “Outstanding Litigations & Material Developments” beginning on page 227 of this Draft Red Herring Prospectus.

RISK FACTORS

For details relating to risk factors, please refer to the section titled “Risk Factors” beginning on page 27 of this Draft Red Herring Prospectus.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

The details of the Contingent Liabilities are as follows:

(Rupees in Lakhs)

Particulars	For the period ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Bank Guarantee/LC Discounting for which FDR margin money has been given to the bank as Security	Nil	Nil	12.85	35.25
Total	Nil	Nil	12.85	35.25

For further details refer “Financial Statements as Restated” beginning on page no. 208 of this Draft Red Herring Prospectus on the Company.

SUMMARY OF RELATED PARTY TRANSACTIONS

A. Names of related parties and nature of relationship:

a) Controlling Companies/ Firms	Nil
b) Key Management Personnel (KMP)	i) Mr. Devendra Kumar Agarwal ii) Mr. Arpan Jindal
c) Relative of Key Management Personnel	i) Ms. Rekha Agarwal ii) Ms. Venu Jindal
d) Enterprises where KMP and their relative have significant influence	i) M/s Annapurna Steels Private Limited ii) M/s Devarpan Foods Private Limited iii) M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited iv) M/s Kashi Vishwanath Steels Private Limited v) M/s KVS Ispat Private Limited vi) M/s Kumaun Plastic Waver's Laminators vii) M/s KVS Infraatech LLP

B) Transactions with related parties are as follows:

(Rupees in Lakhs)

Nature of Transaction	Nature of Relationship	For the Period ended 30 June, 2024	% of Total	For the year ended 31 March, 2024	% of Total	For the year ended 31 March, 2023	% of Total	For the year ended 31 March, 2022	% of Total
Director's Remuneration	Key Management Personnel	3.45	1.95%	13.80	1.41%	13.80	10.25%	13.80	0.68%
Unsecured Loans Received		-	-	-	-	15.52	11.53%	226.16	11.12%
Unsecured Loans Repaid		-	-	211.96	21.60%	1.55	1.15%	323.67	15.92%
Paid against Imprest balance		-	-	48.33	4.93%	-	-	-	-
Lease Rent Paid		-	-	-	-	-	-	0.60	0.03%
Interest Paid on Unsecured Loan		-	-	10.19	1.04%	-	-	-	-
Lease Rent Paid	Relative of Key Management Personnel	-	-	-	-	-	-	0.73	0.04%
Freight Received	Enterprises where KMP & their relative have significant influence	-	-	-	-	-	-	3.76	0.18%
Unsecured Loan Received		-	-	-	-	-	-	332.90	16.37%
Unsecured Loans Repaid		-	-	-	-	-	-	229.27	11.27%
Lease Rent Received		-	-	-	-	-	-	129.84	6.39%
Job Work Charges Paid		-	-	-	-	-	-	284.98	14.01%
Sales to Related Party		-	-	-	-	-	-	153.21	7.53%
Purchase from Related Party		-	-	335.72	34.21%	-	-	334.55	16.45%
Unsecured Loan converted to Share Capital		-	-	-	-	-	-	-	-
Lease Rent Paid		3.93	2.22%	13.38	1.36%	13.38	9.94%	-	-
Unsecured Loan given		162.00	91.42%	275.00	28.03%	46.62	34.63%	-	-
Repayment of Unsecured loan given		-	-	65.00	6.62%	43.75	32.50%	-	-
Interest Received on Unsecured Loan Given		7.83	4.42%	6.57	0.67%	-	-	-	-
Investment		-	-	1.28	0.13%	-	-	-	-

Total	177.21	100.00%	981.23	100.00%	134.62	100.00%	2,033.47	100.00%
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C) Balances outstanding are as follows:

(Rupees in Lakhs)

Particulars	Nature of Relationship	Nature of Transaction	For the Period ended 30 June, 2024	% of Total	For the year ended 31 March, 2024	% of Total	For the year ended 31 March, 2023	% of Total	For the year ended 31 March, 2022	% of Total
M/s Devarpan Foods Private Limited	Enterprises where KMP & their relative have significant influence	Loan Outstanding	382.95	93.18%	213.90	88.42%	-	-	-	-
M/s KVS Infratech LLP	Enterprises where KMP & their relative have significant influence	Investment	28.02	6.82%	28.02	11.58%	-	-	-	-
Total			410.97	100.00%	241.92	100.00%	-	-	-	-

For Further details of Related Party Transaction, please refer to Annexure VIII in the chapter titled “Restated Financial Statements” beginning on page 208 respectively of this Draft Red Herring Prospectus.

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 COST OF ACQUISITION OF EQUITY SHARES BY OUR PROMOTERS IN LAST ONE YEAR

The weighted average cost of acquisition of equity shares by our promoters in last one year which has been calculated by taking average amount paid by them to acquire our equity shares is as follows:

Name of the Promoter	Number of Equity Shares acquired in one year preceding the date of this Draft Red Herring Prospectus	Weighted Average Price* (in Rs.)
Mr. Arpan Jindal	12,54,100	Nil
Mr. Devendra Kumar Agarwal	12,35,920	Nil
Ms. Rekha Agarwal	13,05,560	Nil
Ms. Venu Jindal	12,62,980	Nil
M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	34,88,400	Nil

Note: As certified by M/s Arora Gupta & Co. Chartered Accountants, dated September 25, 2024.

AVERAGE COST OF ACQUISITION

The average cost of acquisition per Equity Share by our promoters which has been calculated by taking the average amount paid by them to acquire our Equity Shares, is as follows:

Name of the Promoter	No. of Shares held	Average cost of Acquisition* (in Rs.)
Mr. Arpan Jindal	13,08,515	0.42
Mr. Devendra Kumar Agarwal	13,06,793	5.40
Ms. Rekha Agarwal	13,06,424	0.01
Ms. Venu Jindal	12,63,292	Nil
M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	35,75,610	10.20

Note: As certified by M/s Arora Gupta & Co. Chartered Accountants, dated September 25, 2024.

DETAILS OF PRE-ISSUE PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus until the listing of the Equity Shares. However, if the company contemplates any issuance of shares, then the company undertakes that:

1. That Pre-IPO proceeds being discretionary in nature, if raised, shall be completely attributed/adjusted towards GCP portion; unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific objects of the issue. A confirmation to this effect we shall submit at the time of filing of Red Herring Prospectus/Prospectus with the Exchange and the confirmation should form part of material documents available for inspection.
2. Disclosure shall be made of the price and the name of the shareholder on the day of the allotment in case if any Pre-IPO placement is done, through public advertisement. A confirmation to this effect we shall submit at the time of filing of Red Herring Prospectus/Prospectus with the Exchange and the confirmation should form part of material documents available for inspection. The details of the Pre-IPO shall also form part of the Price Band Advertisement.

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

Our company has not issued any equity shares other than cash in the last one year except the following:

S.N.	Date of allotment	Type of allotment	Number of shares issued
1.	June 19, 2024	Bonus Issue	1,29,82,560

**The number of shares has been issued at face value of Rs 10/- per share.*

For Further Information regarding the Equity Shares issued by the company for consideration other than cash, please refer to the Chapter Titled “Capital Structure” on page 61 of this Draft Red Herring Prospectus.

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not done any sub-division or consolidation of its Equity shares in the last one year.

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

Our Company has not filed or granted any exemption application with SEBI as on date of draft Red Herring Prospectus.

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SECTION III- RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page numbers 119 and 210, respectively, of this Draft Red Herring Prospectus as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled “Financial Information, as Restated” beginning on page number 208 of this Draft Red Herring Prospectus.

If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Red Herring Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Draft Red Herring Prospectus. These risks are not the only ones that our Company faces. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

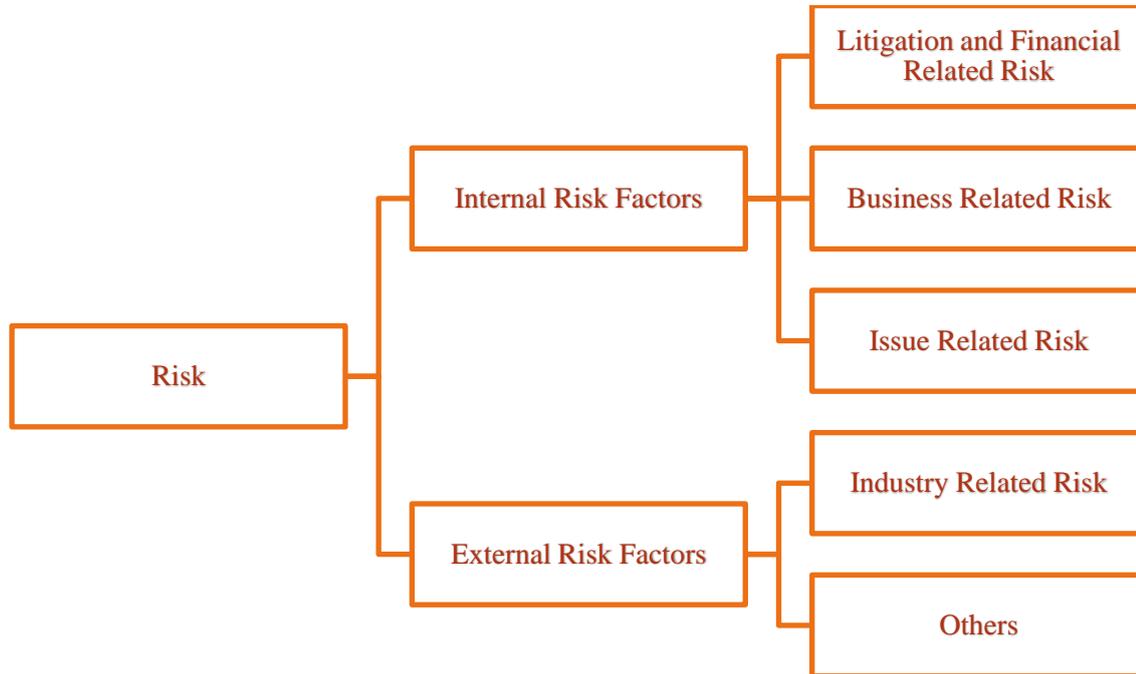
Unless otherwise indicated or the context otherwise requires, in this section, references to “we”, “us” and “our” are to KVS Castings Limited.

Materiality

The Risk factors have been determined based on their materiality, which has been decided based on following factors:

1. Some events may not be material individually but may be material when considered collectively.
2. Some events may have an impact which is qualitative though not quantitative.
3. Some events may not be material at present but may have a material impact in the future.

Classification of Risk Factors



Internal Risk Factors

- 1. We are majorly dependent on the performance of the Automobile Sector in India. Any adverse changes in the conditions affecting these markets can adversely impact on our business, results of operations and financial condition.***

Our business is majorly dependent on the performance of the Automobile Sector in India. Our product portfolio has been focused on supplying castings components to automobile manufacturers in India. In the event of a decrease in demand for the Automobile Products in India, or any developments that render the sale of castings components in this market less economically viable, our business, operational results, and financial condition may be more severely impacted compared to a more diversified portfolio across different segments of the Automobile components market.

The Automobile market in India is subject to unique market and regulatory developments that may differ significantly from those in other parts of the world. We cannot guarantee that the demand for our products in India will grow or remain stable in the future. Factors influencing the automobile market include changes in government policies, economic conditions, demographic trends, employment and income levels, and interest rates. These factors may negatively impact on the demand for and valuation of our products. Such influences, among others, may contribute to fluctuations in the prices and demand for our products in India, potentially adversely affecting our business, operational results, and financial condition. However, we are continuously diversifying our business into other sectors such as Defense, Power Transmission, Railways, and Farm.

- 2. We are majorly dependent on the Auto Component products, any decline in the demand for these products can affect our revenue and result of operations.***

Our Company is majorly dependent on auto components products as it contributes approx. 80% revenue. If the demand for this product declines due to changes in market trends, customer preferences, or technological advancements, the company's revenue can be severely impacted, dependency on one product makes the company's revenue stream highly volatile and sensitive to any disruptions in the product's market.

(Rupees in lakhs)

Particulars	For the period ended 30 June, 2024	For the period ended 31 March, 2024	For the period ended 31 March, 2023	For the period ended 31 March, 2022
Auto components (Commercial and passenger)	1057.07	4561.83	4589.62	3312.99
Revenue from Operation	1325.24	5415.76	5726.34	4633.29
% of Revenue from Operation	79.76	84.23	80.15	71.50

However, we are continuously diversifying our business into other sectors such as Defense, Power Transmission, Railways, and Farm.

For further details related to this refer to the Chapter “Our Business” on page no. 119 of this Red Herring Prospectus.

3. There are outstanding legal proceedings involving our Company, Promoters and Group Company. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.

We are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities.

We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition. A summary of the pending civil and other proceedings involving the Company, Promoters and Group Companies is provided below:

(Amount in Rupees)

Name	By/Against	Civil Proceedings	Criminal Proceeding	Tax Proceedings	Actions by regulatory authorities	Amount
Company	By	1	-	-	-	-
	Against	1	-	-	-	67,424.00
Promoter	By	2	-	-	-	-
	Against	-	-	2	-	3,25,901.00
Group Companies/Entities	By	-	2	-	-	12,29,866.00
	Against	1	-	19	-	7,57,44,631.00
Directors other than promoters	By	-	-	-	-	-
	Against	-	-	-	-	-

Note: To the extent ascertainable

For further details please refer to the chapter titled “Outstanding Litigations & Material Developments” beginning on page 227 of this Draft Red Herring Prospectus.

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. For further details of legal proceedings involving the Company, Promoters and Group Companies, please see “Outstanding Litigations and Material Developments” beginning on page 227 of this Draft Red Herring Prospectus.

4. We had negative cash flow from operating, investing and financing activities in the past and may continue to have negative cash flows in the future.

The table given below set forth our cash flows for the period ending June 30, 2024, and for the last three (3) Financial Years.

(Rupees in lakhs)

Particulars	For the period ended June 30, 2024	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022
Cash flow from operating activities	(34.84)	504.68	253.97	285.16
Cash flow from investing activities	(8.05)	(50.86)	(328.17)	2.88
Cash flow from financing activities	(7.11)	(471.72)	79.67	(175.43)

Our company had negative cash flow from operating activities for the period ended June 30, 2024, largely due to increase in the trade receivables. Further we had negative cash flow from Investing activities largely due to capital expenditures on property, plant and machineries and Financing activities largely due to repayment of Long-Term Borrowings and Unsecured Borrowings. Any such negative cash flows from investing and financing activities in the future could adversely affect our business, financial condition and results of operations. However, the company has maintained positive cash flow from operating activities in the previous financial years. For more details, kindly refer to page no.208 in the chapter title “Financial Information as restated”.

5. Our contingent liabilities as stated in our Restated Financial Statements could adversely affect our financial conditions.

Below are the contingent liabilities as disclosed in our Restated Financial Statements in accordance with applicable accounting standards:

Contingent Liabilities and Provisions:

Particulars	For the period ended			
	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Bank Guarantee/LC Discounting for which FDR margin money has been given to the bank as Security	Nil	Nil	12.85	35.25
Total	Nil	Nil	12.85	35.25

Although as on the date of this Draft Red Herring Prospectus we have no contingent liabilities, there may be no assurance in future that no contingent liabilities arises which would impact the revenue and financial position of our company. For further information about the contingent liabilities, please refer to the chapter titled “Financial Information” on page 208 of this Red Herring Prospectus.

6. We have significant power requirements for continuous running of our manufacturing units. Any disruption to our operations on account of interruption in power supply or any irregular or significant hike in power tariffs may have an effect on our business, results of operations and financial condition.

Our manufacturing unit’s requires significant electricity requirements and currently we have availed a power connection from Uttarakhand Power Corporation Limited for our manufacturing unit premises. Further any

interruption in the supply of power may temporarily disrupt our operations. Since we have a high-power consumption, any unexpected or unforeseen increase in the tariff rates can increase the operating cost of our manufacturing units and thereby cause an increase in the production cost, which will affect our results of operations and financial condition. However, for uninterrupted supplies to our customers, we are maintaining sufficient stock to avoid any line stoppage at customers ends due to any power failure.

7. The properties used by the Company for the purpose of its operations are not owned by us. Any termination of the relevant lease or leave and license agreements could adversely affect our operations.

Our company does not have owned properties for the purpose of operations. The place of business of the company as given below has been taken on lease by our company. Any termination of the relevant lease or leave and license agreements in connection with such properties or our failure to pay Annual Lease rental, the same could adversely affect our operations. Periodic renewals of such lease may increase our costs, since it is subject to rent escalation. Our failure to pay fixed annual lease charges per annum for our registered office and manufacturing units could adversely affect our operations.

S. No.	Name of Lessor	Address of Property	Owned/ Leased	Area	Tenure/Term	Usage
1.	M/s Kumaon Plastic Weavers & Laminators	Plot No B-25 & 26, Government Industrial Area, Bazpur Road, Kashipur-244713, (U S Nagar) Uttarakhand	Leased	2,235 Sq Yards	15 Years (w.e.f. 26/10/2020)	Registered office and Manufacturing Plant Unit -1
2.	Governor of Uttarakhand	Plot No. B-29, Industrial Area, Bazpur Road, Kashipur,244713	Leased	2372 Sq Yards	99 Years (w.e.f. 15/02/1977)	Registered office
3.	M/s Annapurna Steels Private Limited	Plot No B-27 and B-28, Government Industrial Area, Bazpur Road, Kashipur-244713, (U S Nagar) Uttarakhand	Leased	2,499 Sq Yards	15 Years (w.e.f. 01/04/2023)	Manufacturing Plant Unit -1
4.	M/S KVS Infraatech LLP	Plot No B-20, Government Industrial Area, Bazpur Road, Kashipur-244713, (U S Nagar) Uttarakhand	Leased	578 Sq Yards	5 Years (w.e.f. 01/04/2021)	Manufacturing Plant Unit -1
5.	Governor of Uttarakhand	Plot No.C-25, C-26, and C-27, Udham Singh Nagar, Uttarakhand	Leased	2495 Sq Yards	99 Years (w.e.f. 26/08/1977)	Manufacturing Plant Unit -1
6.	M/s Kashi Vishwanath Steels Pvt Ltd.	Village Baghelewala, Tehsil Kashipur, Distt, Udham Singh Nagar Uttarakhand	Leased	10,357.6 Sq Yards	20 Years (w.e.f. 01/08/2024)	Manufacturing Plant Unit -2 ⁽²⁾

Note:

- Our registered office is located at Unit No. B-25 and B-29 with separate agreements for each unit from different parties.
- The property mentioned under manufacturing unit-1 have been acquired by different lessors, thus mentioned under different heads.
- The manufacturing activities has not been commenced yet and the installation of new plant and machineries is still pending in Manufacturing unit 2.

8. Under-utilization of our current manufacturing facility and any inability to effectively utilize our proposed manufacturing capacity could have an adverse effect on our business, future prospects, and future financial performance.

The details of capacity utilization by our Company in the past period are shown below:

(In MTPA except %)

Particulars	June 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Installed Capacity (In MTPA)*	1,800	7,200	7,200	7,200
Actual Production (In MTPA)	1,484	5,885	6,113	5,464

Capacity Utilization (In %)	82.00%	81.74%	84.90%	75.89%
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*MTPA stands for metric tons per annum

Our ability to maintain profitability depends on our ability to optimize the product mix to support high-margin products and utilization of full capacity of our manufacturing facilities. Our capacity utilization levels are dependent on the availability of raw materials, industry/market conditions as well as the requirements of our customers. In the event we face disruptions at our manufacturing facilities including as a result of unexpected events or temporary schedule maintenance, or we are unable to procure sufficient raw materials could result in operational inefficiencies which could impact on our actual production and eventually revenue which may affect the results of operations and financial conditions. Currently, we are not utilising our capacity at maximum. We are at 75-85%. We have continuously improved our capacity utilization.

9. Our top ten customers contributed significant portion of our revenues during the current and previous financial years. Any loss of business from one or more of them may adversely affect our revenues and profitability.

At present, we derive most of our revenue from our top 10 customers.

(Rupees in lakhs)

Particulars	For the period ended June 30, 2024	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022
Revenue from Operations	1,325.24	5,415.75	5,726.34	4,633.29
Top ten (10) Customers	1,305.83	5,402.05	5,474.44	4,098.11
% of top ten (10) Customers to Revenue from Operations*	98.53%	99.75%	95.60%	88.45%

The % has been derived by dividing the total amount received from top ten customers with the Revenue from operations of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.

As our business is currently concentrated among relatively few significant customers, we may experience reduction in cash flows and liquidity if we lose one or more of our major customers or if the amount of business from one or more of them is significantly reduced for any reason, including as a result of a dispute with or disqualification by a major customer. However, to mitigate this risk, we are continuously diversifying and adding new customers related to different industries such as Defense, Power Transmission, Railways, and Farm to maintain our revenue.

For further details related to our top ten (10) customers for the period ended June 30, 2024, and for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, refer to the Chapter “Our Business” on page no. 119 of this Red Herring Prospectus.

10. Majority of our state-wise revenues from operations for the period ended June 30, 2024 and for the years ended March 31, 2024, March 31, 2023, and March 31, 2022 is majorly derived from Uttarakhand. Any adverse developments affecting our operations in this state could have an adverse impact on our revenue and results of operations.

Our business operations span various regions across India. Despite this diversified presence, we have a significance dependency on Uttarakhand which contributes 73.12% 73.07 %, 82.87 %, and 84.18 %, to our total revenue for the period ended June 30, 2024, and for the financial Years ending on March 31, 2024, March 31, 2023 and March 31, 2022, respectively.

(Rupees in lakhs)

State	June 30, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue	Amount	% of total revenue
Uttarakhand	969.03	73.12	3,957.54	73.07	4,745.27	82.87	3,900.51	84.18

Our heavy reliance on one geographic location may expose us to regional economic fluctuations, regulatory changes, and local market dynamics. Adverse conditions such as economic downturns, political instability, or natural disasters specific to that region could significantly impact our revenue stream and also any decline in the economic prosperity or changes in regulations within that particular region could negatively affect our financial performance.

11. Our Top 10 Suppliers contribute a significant portion of our raw material purchase during the period ended June 30, 2024, and previous financial years. Any dispute with one or more of them may adversely affect our business operations.

Our company procures raw materials from various suppliers. As mentioned in the table provided below, around 60% to 70% of total raw material purchased is sourced from our top 10 suppliers.

The details of raw material purchased from our top 10 suppliers for the period ending June 30, 2024, and for the three preceding financial year is mentioned as follows:

(Rupees in lakhs)

Particulars	For the period ended June 30, 2024	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022
Total Raw Material Purchase	578.37	2,152.59	2,478.39	2,179.61
Top ten (10) Suppliers	563.11	1,833.06	1,545.70	1,330.63
% of top ten (10) Suppliers to Total Raw material Purchased*	97.36%	85.16%	62.37%	61.05%

*The % has been derived by dividing the total amount received from top ten Suppliers with the Total Raw Material Purchased of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.

Though we have not faced any instances of difficulty in procuring the raw material. However, we cannot assure you that we will not face any such situations, or the procurement of raw material will be on commercially viable terms. Furthermore, any dispute with any of the suppliers may damage our relationship with existing and potential suppliers, and in any such event our operations will be adversely affected. Further it will also affect our profitability and reputation in the market.

12. Our operations rely on third-party transporters for the timely delivery of raw materials from our suppliers and the efficient distribution of our products to clients. Any failure on the part of these transporters to fulfill their obligations may significantly impact on our business, financial condition, and operational results.

Our Company is involved in the manufacturing and production of Cast Iron and Ductile Iron castings. The success of our endeavors is contingent upon the seamless procurement and transportation of raw materials essential for the casting processes and the efficient distribution of our products to clients. This supply chain is inherently exposed to diverse uncertainties and risks. Furthermore, the transit of raw materials is susceptible to potential losses or

damages arising from accidents or natural disasters. Delays in the delivery of raw materials and our products to our client also pose a risk, potentially impacting on our business and operational outcomes negatively. The inability to sustain an uninterrupted and efficient supply chain may exert a material and adverse influence on our business, financial condition, and operational results.

13. Our Company has not yet placed orders for any plant and machineries required by us for the proposed expansion. Any delay in placing the orders / or supply of plant and machinery may result in time and cost overruns and may affect our profitability.

Our Company proposes to acquire plant and machinery aggregating Rs. 2,776.34 Lakhs for our proposed expansion plan. Our Company has identified the machineries to be acquired and has received the quotations from the suppliers, but we have not placed orders for plant and machinery aggregating to Rs. 2,776.34 Lakhs which are proposed to be acquired for our expansion plan. Our Company is further subject to risks on account of inflation in the price of plant and machinery. Since the funding for the plant and machinery is from the IPO proceeds, any delay in access to IPO proceeds would eventually delay the process of placing the orders. The purchase of machineries would require us to consider factors including but not limited to pricing, delivery schedule and after-sales maintenance. There may be a possibility of delay at the supplier’s end in providing timely delivery of these equipments, which in turn may delay the implementation of our expansion plan. We intend to buy following under the capital expenditures, the tentative costs are given below along with the quotations from vendors. For further details read section “Objects of the Issue” beginning on page 81 of the Prospectus.

14. Increased cost of raw materials for inventory and, in particular, of Iron Scrap and Mild Steel Scrap may affect our business and results of operations.

The principal raw materials used by us to manufacture castings are Iron Scrap and Mild Steel Scrap. For further details, please refer “Our Business” on page 119 of this Draft Red Herring Prospectus. The prices and supply of raw materials may depend on various factors beyond our control, including economic conditions, exchange rates, competition, consumer demand, production levels, and transportation costs. In the event that any of our suppliers of raw materials curtail, discontinue or delay their delivery of raw materials to us, we will be required to replace such suppliers. There can be no assurance that we will be able to replace such suppliers on commercially acceptable terms, or at all, which could adversely affect our production schedule, volumes and results of our operations. Further, if we are unable to pass such increased costs to our customers, this could have a material adverse effect on our financials, business and results of operations.

15. Our Company may incur penalties or liabilities for non-compliances with certain provisions of the GST Act, Income Tax Act, and other applicable laws in the last 5 Years.

Our Company have incurred penalties or liabilities for non-compliance with certain provisions including lapsed/ made delay in certain filings and/or erroneous filing/ non-filing of e-forms under Company Act 2013 and other applicable laws in the past years. Such non-compliances/delay Compliances/ erroneous filing/ Non-Filing/ Non-Registration may incur the penalties or liabilities which may affect the results of operations and financial conditions of the company in near future. The details of late filings in past years are given below:

Financial Year	Return Type	Return Period	Due Date	Filing Date	Delayed No. of days
GST					
2019-2020	GSTR-3B	Mar-20	20-Apr-20	20-May-20	30
2020-2021	GSTR-3B	Apr-20	20-May-20	23-May-20	3
	GSTR-3B	Jan-21	20-Feb-21	23-Feb-21	3
	GSTR-3B	Mar-21	20-Apr-21	24-Apr-21	4
2021-2022	GSTR-3B	Sep-21	20-Oct-21	25-Oct-21	5
	GSTR-3B	Oct-21	20-Nov-21	24-Nov-21	4
	GSTR-3B	Nov-21	20-Dec-21	21-Dec-21	1
2022-2023	GSTR-3B	Feb-23	20-Mar-23	22-Mar-23	2
ESI					
2021-2022	ESI	Oct-21	15-Nov-21	16-Nov-21	1

EPF					
2020-2021	PF	Apr-20	15-May-20	29-May-20	14
2021-2022	PF	May-21	15-June-21	25-June-21	10
2021-2022	PF	Oct-21	15-Nov-21	20-Nov-21	5
2022-2023	PF	Oct-22	15-Nov-22	21-Nov-22	6
Income Tax Return					
2019-20	ITR-6	2019-20	31-Jul-20	11-Feb-21	195
2020-21	ITR-6	2020-21	31-Jul-21	15-Mar-22	227
2021-22	ITR-6	2021-22	31-Jul-22	1-Nov-22	93
2022-23	ITR-6	2022-23	31-Jul-23	30-Oct-23	91
TDS Return					
2020-2021	TDS	Jul-20	31-Oct-20	21-Nov-20	21
	TDS	Aug-20	31-Oct-20	21-Nov-20	21
	TDS	Sep-20	31-Oct-20	21-Nov-20	21
	TDS	April-23	31-July-23	26-Sep-23	57
	TDS	May-23	31-July-23	26-Sep-23	57
	TDS	June-23	31-July-23	26-Sep-23	57

However, we have paid the due amount along with interest to comply with the provisions of the rules and regulations as may be applicable. Further, the Company is taking mitigation steps to address and reduce these delays such as:

1. Training and development sessions for the staff.
2. Collaboration with tax consultants and legal advisors, wherever required

16. Our company was not able to spend the CSR expenditure for the financial year 2022-23 within the timeline as per the Companies Act 2023 and relevant rule made thereunder.

Our company was undertaking to spend the CSR expenditure towards an ongoing project being implemented by KVS Premier Foundation. The amount of Rs. 6,45,000 was required to be spent by March 31, 2024. However, our company failed to spend the expenditure within the timeline. However, there has been no action taken from the concerned authorities, we cannot assure you that the same would not be arise in future. Further, any such action or notice from concerned authorities may lead to penal action involving fine, penalties or such other adverse action as authority may deem fit which will impact on our Brand image, profitability and growth of the company. However, to make this non-compliance good, the company directly transferred the amount required to be spent to KVS Premier Foundation dated September 24, 2024.

17. Any loss of or breakdown of operations at our manufacturing facility may have a material adverse effect on our business, financial condition and results of operations.

Our manufacturing facilities are subject to operating risks, such as the breakdown or failure of machines, or processes, performance below expected levels of output or efficiency, obsolescence, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. The occurrence of any of these risks could significantly affect our operating results. We are required to carry out planned shutdowns of our plants for maintenance, statutory inspections and testing. Although precautions are taken to minimize the risk of any significant operational issues at our manufacturing facilities. Our business, financial condition and results of operations may be adversely affected by any disruption of operations at our facilities, including due to any of the factors mentioned above.

18. Our business is manpower intensive and any unavailability of our employees or shortage of contract labour or any strikes, work stoppages, increased wage demands by workmen or changes in regulations governing contractual labour may have an adverse impact on our cash flows and results of operations.

Our operations rely significantly on both permanent employees and a sufficient pool of contract labourers deployed at project sites. The availability of these manpower resources is critical, and any shortages, strikes, wage increases, or regulatory changes governing contractual labour could adversely impact our cash flow and

operational results. The number of contract labourers we employ fluctuates based on project requirements and market conditions. Challenges in securing adequate labour may arise due to subcontractor disputes, labour strikes, competitive rates offered by competitors, or evolving labour regulations restricting labour availability.

We adhere to laws and regulations concerning employee welfare, including minimum wages, working conditions, and insurance benefits. Changes to these labour laws, such as mandated wage increases or enhanced workplace facilities, could negatively affect our business operations and financial performance. While these events have not occurred in the past, these restrictions could limit our operational flexibility, thereby adversely impacting our business, prospects, results of operations, cash flows, and financial condition. For further details regarding the Employees, see “Our Business” on page 119 of this Draft Red Herring Prospectus.

- 19. The intellectual property, including our company’s logo  are not owned by us. Any changes, disputes, or termination of agreements to use the said registered trademark could disrupt the company's ability to operate under established brand identity.**

Our company does not own any trademark in our own name. We are currently using the registered trademark of our group company, M/s Kashi Vishwanath Steels Private Limited, vide an agreement dated April 1, 2024. Any conflict of interest or changes or termination of these agreements could hamper our company's ability to operate as our reputation is being established under this trademark. Furthermore, any additional costs associated with securing or maintaining the rights to use the brand can affect the company’s business operations, goodwill and financial stability.

For further details on the trademarks, please refer to the chapter titled- Our Business on page 119 of this Draft Red Herring Prospectus.

- 20. Our Company have made delays in compliance with certain statutory provisions of the Companies Act, 2013. Such non- compliances / delayed filings may attract penalties and prosecution against the Company and its directors which could impact the financial position of the Company to that extent.**

Our Company have made certain delayed filings. The details of delayed filings are given as follows:

S. No.	Particulars	Due Date	Delayed days	Filing date
1.	BEN-2	27.02.2021	91 Days	29.05.2021
2.	AOC-4	10.09.2024	29 Days	09.10.2024

There may be recurrences of similar discrepancies in the future that could subject our company to penal consequences under applicable laws. Any such action may adversely impact our business, reputation, and results of operation. However, to mitigate these risks our compliance team meticulously follows a detailed compliance calendar providing for compliances under various applicable laws, including but not limited to the Companies Act.

- 21. The average cost of acquisition of Equity Shares by our Promoters could be lower than the Issue Price.**

Our Promoters’ average cost of acquisition of Equity Shares in our Company is lower than the Issue Price decided by the Company in consultation with the 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 to the chapters “Capital Structure” beginning on pages 61 of this Draft Red Herring Prospectus.

- 22. We have issued Equity Shares during the last one year at a price that may be below the Issue Price.**

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

Date of Allotment	Number of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment
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August 31, 2024	4,76,200	10.00	42.00	Cash	Preferential Issue
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23. We require certain approvals and licenses in the ordinary course of business and the failure to successfully obtain/renew such registrations would adversely affect our operations, results of operations and financial condition.

We are governed by various laws and regulations for our business and operations. We are required, and will continue to be required, to obtain and hold relevant licenses, approvals and permits at state and central government levels for doing our business. The approvals, licenses, registrations and permits obtained by us may contain conditions, some of which could be onerous. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or need to update pursuant to conversion of company.

Although we have obtained applicable approvals, licenses, registrations and permits from the relevant authorities. There can be no assurance that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. Any delay in receipt or non-receipt of such approvals, licenses, registrations and permits could result in cost and time overrun or which could affect our related operations. Furthermore, under such circumstances, the relevant authorities may initiate penal action against us, restrain our operations, impose fines/penalties or initiate legal proceedings for our inability to renew/obtain approvals in a timely manner or at all. For further details regarding the material approvals, licenses, registrations and permits, which have not been obtained by our Company or are, pending renewal, see “Government and Other Approvals” on page 238 of this Draft Red Herring Prospectus.

24. Our company’s Board of Directors does have any experience of listed companies.

Our company’s Board of Directors consists of both executive and non-executive directors. Our directors do not have any experience of listed companies. This inexperience gives rise to risks including but not limited to compliance risk making us more prone to fines and penalties or notices from regulatory authorities which in turn give rise to reputational risk and governance risk. Furthermore, directors may not provide effective guidance or give erroneous disclosures or intimation as required.

25. Our Company has entered into certain related party transactions in the past and may continue to do so in the future.

Our Company has entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. In addition, we have in the past also entered into transactions with other related parties. However, the related party transactions entered into with Promoters/ Directors/ Promoter Group is in compliance with Section 188 of Companies Act, 2013 and other applicable laws and we confirm that the future transactions shall be in compliance with Companies Act, SEBI Regulation etc.

For further details, please refer to the chapter titled “Financial Information – Restated Financial Information – “Annexure VIII” Restated Statement of Related Party Transactions”. While we believe that all our related party transactions have been conducted on an arm’s length basis as per the Companies Act, 2013, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future. The transaction with related parties is as follows:

Transactions with related parties are as follows:

(Rupees in Lakhs)

Nature of Transaction	Nature of Relationship	For the Period ended 30 June, 2024	% of Total	For the year ended 31 March, 2024	% of Total	For the year ended 31 March, 2023	% of Total	For the year ended 31 March, 2022	% of Total
Director's Remuneration	Key Management Personnel	3.45	1.95%	13.80	1.41%	13.80	10.25%	13.80	0.68%
Unsecured Loans Received		-	-	-	-	15.52	11.53%	226.16	11.12%
Unsecured Loans Repaid		-	-	211.96	21.60%	1.55	1.15%	323.67	15.92%
Paid against Imprest balance		-	-	48.33	4.93%	-	-	-	-
Lease Rent Paid		-	-	-	-	-	-	0.60	0.03%
Interest Paid on Unsecured Loan		-	-	10.19	1.04%	-	-	-	-
Lease Rent Paid	Relative of Key Management Personnel	-	-	-	-	-	-	0.73	0.04%
Freight Received	Enterprises where KMP & their relative have significant influence	-	-	-	-	-	-	3.76	0.18%
Unsecured Loan Received		-	-	-	-	-	-	332.90	16.37%
Unsecured Loans Repaid		-	-	-	-	-	-	229.27	11.27%
Lease Rent Received		-	-	-	-	-	-	129.84	6.39%
Job Work Charges Paid		-	-	-	-	-	-	284.98	14.01%
Sales to Related Party		-	-	-	-	-	-	153.21	7.53%
Purchase from Related Party		-	-	335.72	34.21%	-	-	334.55	16.45%
Unsecured Loan converted to Share Capital		-	-	-	-	-	-	-	-
Lease Rent Paid		3.93	2.22%	13.38	1.36%	13.38	9.94%	-	-
Unsecured Loan given		162.00	91.42%	275.00	28.03%	46.62	34.63%	-	-
Repayment of Unsecured loan given		-	-	65.00	6.62%	43.75	32.50%	-	-
Interest Received on Unsecured Loan Given		7.83	4.42%	6.57	0.67%	-	-	-	-
Investment		-	-	1.28	0.13%	-	-	-	-
Total		177.21	100.00%	981.23	100.00%	134.62	100.00%	2,033.47	100.00%

26. *Reliance has been placed on declarations and affidavits furnished by certain of our promoters for details of their profiles included in this Draft Red Herring Prospectus*

Reliance has been placed on undertakings and affidavits furnished by them to disclose details of their experiences in this Draft Red Herring Prospectus and we have not been able to independently verify these details. Therefore, we cannot assure you that all information relating to the experiences of our Promoter and Director of this Draft Red Herring Prospectus is complete, true and accurate.

27. *Our Company's operation and growth is dependent upon successful implementation of our business strategies.*

The success of our business depends substantially on our ability to implement our business strategies effectively, within the budgeted framework and in a timely manner. We have successfully executed our business strategies in the past but there can be no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and the results of operations. For more details kindly refer to chapter "Our Business" beginning on page no. 119 of this Draft Red Herring Prospectus.

28. *Our success is dependent on our Individual Promoters, senior management and skilled manpower. Our inability to attract and retain key personnel or the loss of services of our Individual Promoters or Managing Director and Directors may have an adverse effect on our business prospects.*

Our Individual Promoters, managing director and senior management have significantly contributed to the growth of our business, and our future success is dependent on the continued services of our senior management team. Mr. Arpan Jindal, Managing Director, Mr. Devendra Kumar Agarwal, Non-Executive Director are having experience of 16 years and 33 years respectively in Castings Industries including Automobile castings and other castings which turn out beneficial for the Company. An inability to retain any key managerial personnel may have an adverse effect on our operations. Our ability to execute contracts and to obtain new clients also depends on our ability to attract, train, motivate and retain highly skilled professionals, particularly at managerial levels. We might face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In the future, we may also not be unable to compete with other larger companies for suitably skilled personnel due to their ability to offer more competitive compensation and benefits. The loss of any of the members of our senior management team, our directors or other key personnel or an inability on our part to manage the attrition levels may materially and adversely impact on our business, results of operations, financial condition and growth prospects. However, the Company continuously provides training to subordinates and employees.

29. *Our failure to identify and understand evolving industry trends and preferences and to develop new products to meet our customers' demands may materially adversely affect our business.*

Changes in consumer preferences, regulatory or industry requirements or in competitive technologies may render certain of our products obsolete or less attractive. Our ability to anticipate changes in technology and regulatory standards and to successfully develop and introduce new and enhanced products on a timely basis is a significant factor in our ability to remain competitive. However, there can be no assurance that we will be able to secure the necessary technological knowledge, through technical assistance agreements or otherwise, that will allow us to develop our product portfolio in this manner.

If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and results of operations may be adversely affected. Moreover, we cannot assure you that we will be able to achieve the technological advances that may be necessary for us to remain competitive or that certain of our products will not become obsolete.

We are also subject to the risks generally associated with new product introductions and applications, including lack of market acceptance, delays in product development and failure of products to operate properly.

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

Internal controls are checks and measures providing reasonable assurance about the achievement of objectives set by the board of the company, ensuring integrity of financial and other reporting and helping in detection and prevention of frauds. There are chances of circumventing such controls due to collusion or human error.

Even though our company has not encountered any instances of failure of the internal control system during the preceding 3 financial years or during the stub period, we cannot provide assurance that such instances will not occur in the near future. We also cannot be assured that efficiency and effectiveness of internal control will be always maintained or we will be able to implement adequate measures to rectify or mitigate any such deficiencies in internal control. If internal control weaknesses are not identified or necessary changes are not carried out, it may adversely affect our business, results of operations and financial condition.

31. *Certain Agreements, deeds or licenses and certificates may be in the previous name of the company, we have to update the name of our company in all the statutory approvals and certificates due to the conversion of our Company.*

Our company, KVS Castings Limited was converted into public limited company vide special resolution passed in the Extra-Ordinary Meeting of the company held on July 02, 2024. Our certain agreements, deeds or licenses and certificates may be in the name of the erstwhile name of the company KVS Castings Private Limited, and we would require to update all of them and we have initiated the process to update them all. However, we cannot guarantee that we will be able to update all these in a timely manner and in case of failure to do so, it may affect our company's business and operations. Further, we may also face legal and financial complications, increased compliance costs, which may have an adverse effect on our company's financial condition and performance.

32. *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.*

We intend to use the Net Proceeds for the purposes described in chapter titled "Objects of the Issue" on page 81 of the Draft Red Herring Prospectus. The funding requirements mentioned as a part of the objects of the Issue have not been appraised by any bank or financial institution. The deployment of the funds as stated under chapter "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency.

As per SEBI (ICDR) Regulations, 2018 appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lakh. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the Audit Committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

33. *Certain key performance indicators for certain listed industry peers included in this Draft Red Herring Prospectus have been sourced from public sources and there is no assurance that such financial and other industry information is complete.*

Pursuant to the requirements of the SEBI ICDR Regulations, we have included certain key performance indicators, comprising financial and operational information, for certain listed industry peers, in the "Basis for Issue Price" beginning on page 88 of the Draft Red Herring Prospectus. Although this information is sourced from and relied upon on the audited financial statements of the relevant listed industry peers as available on the websites of the Stock Exchanges, including the annual reports of the respective companies submitted to Stock Exchanges, there is no assurance that this information with respect to industry peers is either complete. There may be different methodologies and formulas used to compute the various ratios.

34. *Our Company's future funding requirements, in the form of further issue of capital or other securities and/or loans that might be availed by us, may turn out to be prejudicial to the interest of the shareholders depending upon the terms and conditions on which they are raised.*

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

35. *Industry information included in this Draft Red Herring Prospectus has been derived from an industry report from various websites. The reliability on the forecasts of the reports could be incorrect and would significantly impact our operations.*

We have relied on the reports of certain independent third parties for purposes of inclusion of such information in this Draft red Herring Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

36. *Our insurance policy may not be adequate to cover all the losses which a business could incur. Any inability to maintain adequate cover from material adverse incidents may adversely affect our operation and profitability.*

We do not procure insurance policies for the goods that are managed and transported by our company and for the plant and machineries that we are having, exposing us to potential financial losses in the event of damage, loss, or other unforeseen incidents during transportation or warehouses. This lack of coverage presents a risk to our operations and financial stability.

We have obtained some insurance policies in connection with our business as given in chapter titled “Our Business” on page 119. While we are of the opinion that the insurance coverage which our Company maintains would be reasonably adequate to cover the normal risks associated with the operations of our business, 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. Our Company’s insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. 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 acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

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

Following the Issue, we will be subject to a daily circuit breaker imposed by Stock Exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. This circuit breaker will limit the upward

and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

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

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

- Volatility in the Indian and global capital market;
- Company's results of operations and financial performance;
- Performance of Company's competitors,
- Adverse media reports on Company or pertaining to our Industry;
- Changes in our estimates of performance or recommendations by financial analysts; and
- Significant developments in India's economic and fiscal policies;

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the 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 could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Draft Red Herring Prospectus. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

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

Our Company has not paid any dividend in last three Financials Years viz. Fiscals 2022, 2023 and 2024. We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "Dividend Policy" beginning on page 207 of this Red Herring Prospectus.

40. *In the event there is any delay in the completion of the Offer, or delay in schedule of implementation, there would be a corresponding delay in the completion of the objects of this offer which would in turn affect our revenues and results of operations.*

The funds that we receive would be utilized for the objects of the offer as has been stated in the chapter titled "Objects of The Issue" on Page no. 81 of this Draft Red Herring Prospectus. The proposed schedule of implementation of the objects of the issue is based on our management's estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, it may adversely affect our revenues and results of operations.

41. *Market price of our share will be decided by market forces and issue price of equity share may not be indicative of the market price our share price after the issue.*

After listing and trading permission of equity shares, the price of the shares shall be driven by free market forces. The market price of a company's share is determined by the forces of supply and demand in the stock market.

These forces are influenced by a variety of factors, including the company's financial performance, industry trends, economic conditions, and investor sentiment.

When a company issues equity shares, it sets an issue price based on various factors such as the company's valuation, the prevailing market conditions, and the demand for its shares. However, the issue price is not necessarily indicative of the market price of the shares after the issue.

Once the shares are listed on the stock exchange, their price is determined by the forces of supply and demand in the market. If there is strong demand for the shares, the price may rise above the issue price, and if there is weak demand, the price may fall below the issue price.

Therefore, while the issue price of equity shares provides a starting point for the company's valuation, it is not necessarily a reliable indicator of the market price of the shares after the issue. Investors should carefully evaluate all relevant factors and information before making investment decisions in the stock market.

42. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company.

We propose to utilize the Net Proceeds for raising funds for capital expenditure, working capital Requirement and general corporate purpose. For further details of the proposed objects of the Issue, please refer the chapter titled "Objects of the Issue" beginning on Page No. 81 of this Draft Red Herring Prospectus. At this juncture, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such circumstances that require us to vary the disclosed utilization of the Net Proceeds, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations.

Further, our Promoter or controlling shareholders would be required to provide an exit opportunity to the shareholders of our Company who do not agree with our proposal to modify the objects of the Issue, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoter or controlling shareholders to provide an exit opportunity to such dissenting shareholders of our Company may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity.

In light of these factors, we may not be able to vary the objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

External Risk Factors

43. Outbreaks of contagious diseases, such as the recent outbreak of COVID-19, may have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

India experienced multiple waves of COVID-19 which had impacted global supply chains and resulted in shortages of materials and components used in the manufacturing operations and an inability to meet the manufacturing targets and this impact continues till date. The COVID-19 pandemic had resulted in restrictions on travel and transportation and prolonged closures of workplaces, businesses and schools, with employees being asked to work from home and citizens being advised to stay at home. Consequently, there was a significant disruption in attendance at the manufacturing facilities. There can be no assurance that any future outbreak of

contagious diseases will not have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

44. *Changes in the laws, regulations and Government Policy could adversely affect economic conditions in India generally and our business in particular.*

Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India, changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us. For instance, the Government has proposed a comprehensive national goods and services tax (“GST”) regime that will combine taxes and levies by the Central and state Governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. For further details please refer to the chapter “Government and Other Approvals” on page 238 for details of the laws currently applicable to us. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company’s business could cause its results of operations to suffer. Any significant change in India’s economic policies could disrupt business and economic conditions in India generally and the Company’s business in particular.

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

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. Demand for our products and services may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the country in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand, global economic uncertainty and liquidity crisis, volatility in exchange currency rates. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cashflows.

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

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

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

Capital gains arising from the sale of equity shares within 12 months in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gain being long term capital gain amounting to upto one lakhs rupees provided Securities Transaction Tax (“STT”) is paid on the transaction. STT is levied on and collected by a domestic stock exchange on which equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, is subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of equity shares is exempt from taxation in India where an 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 to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

48. *Natural calamities could have a negative impact on the Indian economy and cause our Company's business to suffer.*

India has experienced natural calamities such as earthquakes, tsunamis, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. 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 price of the Equity Shares.

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

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

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SECTION IV- INTRODUCTION

THE ISSUE

Particulars	Details of Number of Shares
Issue of Equity Shares by our Company	Up to 49,69,600 Equity Shares of face value of Rs. 10/- each fully paid-up for cash at price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakh.
Of which:	
Reserved for Market Makers	Up to 2,76,800 Equity Shares of face value of Rs. 10/- each fully paid-up for cash at price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakh.
Net Issue to the Public	Up to 46,92,800 Equity Shares of face value of Rs. 10/- each fully paid-up for cash at price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakh.
Of which:	
A. QIB portion **	Not more than 23,44,000 Equity Shares
Of which	
(a) Anchor Investor Portion	Up to 14,06,400 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakh.
(b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)	Up to 9,37,600 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakh.
Of which:	
(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Up to 46,880 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakh.
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	Up to 8,90,720 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakh.
B. Non – institutional portion **	Not Less than 7,05,600 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakh.
C. Retail portion **	Not Less than 16,43,200 Equity Shares of face value of Rs.10/- each fully paid-up for cash at price of Rs. [●] /- per Equity Share aggregating to Rs. [●] Lakh.
Pre-and Post-Issue Equity Shares:	
Equity Shares prior to the Issue	13,78,33,24 Equity Shares of Rs. 10/- each
Equity Shares after the Issue	1,87,52,924 Equity Shares of Rs. 10/- each
Use of Proceeds	Please see the chapter titled “Objects of the issue” on page 81 of this Draft Red Herring Prospectus for information about the use of Net Proceeds.

**As per the Regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended, as present issue is a Book Building issue the allocation is the net offer to the public category shall be made as follows:

a) Not less than Thirty five percent to retail individual investor;

- b) *Not less than Fifteen percent to non-institutional investor*
- c) *Not more than fifty percent to qualified institutional buyers, five percent of which shall be allocated to mutual funds.*

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

Provided further that in addition to five percent allocation available in terms of clause I, mutual funds shall be eligible for allocation under the balance available for qualified institutional buyers.

Our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the 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 Portions 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 Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, 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 details, see "Issue Procedure" on page 263.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company in consultation with the BRLM and the Designated Stock Exchange, subject to applicable law.

Notes

- 1) *The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. The issue is being made by our company in terms of Regulation 229 (2) of SEBI (ICDR) Regulation, read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post issued paid-up equity share capital of our company are being offered to the public for subscription.*
- 2) *The Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on September 10, 2024, and by our Shareholders pursuant to a resolution passed at the EGM held on September 25, 2024. This Issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to the section titled "Issue Structure" beginning on page no. 299 of this Draft Red Herring Prospectus.*
- 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) *In the event of an under-subscription in the issue and compliance with Rule 19(2)(b) of the SCRR, our Company and the BRLM shall first ensure Allotment of Equity Shares offered pursuant to the Fresh issue by the Issuer.*
- 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 Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*

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SUMMARY OF OUR FINANCIAL INFORMATION

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rupees in Lakhs)

Particulars	Note No.	As at 30 th June, 2024	As at 31 st March, 2024	As at 31 st March, 2023	As at 31 st March, 2022
I EQUITY AND LIABILITIES					
Shareholders' Funds					
(a) Equity Share Capital	2	1,330.71	32.46	32.46	32.46
(b) Reserves and Surplus	3	1,412.59	2,549.95	1,950.98	1,467.14
Non-Current Liabilities					
(a) Long-Term Borrowings	4	20.58	28.13	295.04	200.38
(b) Deferred Tax Liabilities	5	23.21	23.82	22.16	20.42
(c) Long-Term Provisions	6	-	-	-	4.81
Current liabilities					
(a) Short-Term Borrowings	7	32.57	30.00	202.74	178.69
(b) Trade Payables	8				
(i) total outstanding dues of micro enterprises and small enterprises; and		130.76	82.83	89.25	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		211.00	99.38	293.72	481.70
(c) Other Current Liabilities	9	44.79	36.39	41.92	52.25
(d) Short-Term Provisions	10	363.87	251.89	272.59	135.47
TOTAL		3,570.09	3,134.85	3,200.86	2,573.30
II ASSETS					
Non-current assets					
(a) Property, Plant and Equipment and Intangible assets					
(i) Property, Plant and Equipment	11	840.66	840.96	816.33	748.54
(ii) Intangible Assets		-	-	-	-
(iii) Capital Work in Progress		-	-	-	-
(b) Deferred Tax Assets	5	-	-	-	-
(c) Non-Current Investments	12	178.17	178.17	176.04	18.45
(d) Other Non-Current Assets	13	130.12	125.19	118.53	48.56
Current assets					
(a) Inventories	14	476.29	450.55	417.25	406.03
(b) Trade Receivables	15	891.00	684.46	1,042.96	899.39
(c) Cash and Bank Balances	16	398.79	443.85	455.10	379.68
(d) Short-Term Loans and Advances	17	655.07	411.67	174.65	72.67
TOTAL		3,570.09	3,134.85	3,200.86	2,573.30

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RESTATED STATEMENT OF PROFIT AND LOSS

(Rupees in Lakhs)

Particulars		Note No.	For the Period ended 30 June, 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
I	Revenue from Operations	18	1,325.24	5,415.75	5,726.34	4,633.29
II	Other Income	19	16.36	54.57	34.86	18.89
III	Total Income (I + II)		1,341.61	5,470.31	5,761.20	4,652.18
IV	Expenses					
	(a) Cost of Material Consumed	20	532.67	2,187.79	2,491.81	2,138.67
	(b) Purchases of Stock-in-Trade	21	-	-	-	-
	(c) Changes in Inventories of Finished Goods, work in Progress and Stock in Trade	22	23.33	(10.82)	(67.22)	(44.50)
	(d) Employee Benefits Expenses	23	30.76	112.14	122.05	109.40
	(e) Finance Costs	24	2.13	32.07	39.05	73.21
	(f) Depreciation and Amortisation Expenses	25	19.77	71.99	67.67	60.94
	(g) Other Expenses	26	517.94	2,281.07	2,463.52	2,149.85
	Total Expenses		1,126.60	4,674.23	5,116.89	4,487.57
V	Profit before exceptional and extraordinary items and tax (III - IV)		215.01	796.09	644.31	164.62
VI	Exceptional Items & Extraordinary items		-	-	-	-
VII	Profit Before Tax (V + VI)		215.01	796.09	644.31	164.62
VIII	Tax Expense:					
	(a) Current Tax		54.71	195.45	158.73	42.97
	(b) Mat Credit Entitlement		-	-	-	-
	(c) Deferred Tax		-0.60	1.66	1.74	0.51
	Total Tax Expense		54.11	197.11	160.47	43.48
IX	Profit After Tax (VII - VIII)		160.90	598.98	483.84	121.14
X	Earnings Per Share (of Rs. 10 each):					
	(a) Basic	28	1.21	4.50	3.64	1.32
	(b) Diluted	28	1.21	4.50	3.64	1.32

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RESTATED STATEMENT OF CASH FLOW

(Rupees in Lakhs)

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Profit before tax	215.01	796.09	644.31	164.62
Adjustments for:				
Depreciation & amortization expense	19.77	71.99	67.67	60.94
Interest expense on borrowings	2.13	32.07	39.05	73.21
Loss/(Profit) on Sale of Fixed Assets	0.00	(7.65)	0.00	0.00
Interest income	(14.20)	(36.90)	(32.87)	(16.14)
Profit Received from partnership firm	0.00	(0.85)	0.12	(0.96)
Operating Profit before working capital changes	222.70	854.73	718.28	281.66
Changes in operating assets and liabilities:				
Increase/(decrease) in trade payables	159.54	(200.76)	(98.72)	210.05
Increase/(decrease) in other current liabilities	8.40	(5.53)	(10.34)	17.96
Increase/(decrease) in Short Term Borrowings	2.57	(172.74)	24.05	(65.61)
Increase/(decrease) in Short Term Provisions	222.15	(51.28)	132.32	39.84
Decrease/(increase) in trade receivables	(206.54)	358.50	(143.57)	(201.10)
Increase/(decrease) in long term provision	0.00	0.00	0.00	4.81
Decrease/(increase) in Short Term loans and advances	(243.40)	(237.00)	(101.99)	(7.38)
Decrease/(increase) in Inventories	(25.74)	(33.31)	(11.22)	(15.23)
Decrease/(increase) in other current assets	(4.94)	(6.66)	(69.97)	(1.79)
Cash generated from operations	134.75	505.95	438.85	263.22
Income taxes refunded/ (paid)	(164.88)	(164.88)	(158.73)	(42.97)
Net cash flow from operations (A)	(30.12)	341.07	280.11	220.25
Cash flow from investing activities				
Purchase of /Advances for property, plant & equipment and Intangible assets	(21.98)	(168.72)	(135.46)	(5.82)
Proceeds from Sale of Property, Plant & Equipment	0.00	9.50	0.00	0.00
Interest received	14.20	36.90	32.87	16.14
Investment Realized/(Purchased)	0.00	(2.13)	(157.60)	(7.30)
Profit received form partnership firm	2.51	0.85	(0.12)	0.96
Net cash used in investing activities (B)	(5.27)	(123.58)	(260.31)	3.98
Cash flow from financing activities				
Proceeds from issue of equity shares	0.00	0.00	0.00	609.23
Proceeds/(Repayment) of Long-Term Borrowings	(7.54)	(64.13)	83.58	(34.72)
Proceeds/(Repayment) of Unsecured Loans	0.00	(202.79)	11.09	(611.12)
Interest paid	(2.13)	(32.07)	(39.05)	(73.21)
Government Grant Received	0.00	70.25	-	-
Net cash flow from/ (used in) financing activities (C)	(9.67)	(228.73)	55.62	(109.82)

Net increase/(decrease) in cash and cash equivalents (A+B+C)	(45.06)	(11.24)	75.42	114.41
Cash and cash equivalents at the beginning of the year	443.87	455.10	379.67	265.26
Cash and cash equivalents at the closing of the year	398.81	443.85	455.10	379.67

Cash and Cash Equivalents included in Cash Flow Statement comprise of following (Refer Note I-17):

(Rupees in Lakhs)

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Cash in hand	1.85	1.62	2.70	2.40
Cheques in hand	-	-	-	-
Balances with Banks in Current Accounts	0.74	66.96	1.13	3.22
In deposit accounts with original maturity of less than 3 months	396.2	375.27	451.27	374.05
	398.79	443.85	455.10	379.67

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GENERAL INFORMATION

Brief Information on Company and Issue

Registered Office	B-25, 29, Industrial Estate Bazpur Road, Udham Singh Nagar, Kashipur, Uttarakhand, India, 244713 Tel.: +91 7535910007; Fax: N.A. E-mail: cs.kcpl@kvspremier.com Website: https://kvscastings.com/		
Date of Incorporation	June 10, 2019		
CIN	U27100UR2019PLC012217		
Company Category	Company Limited by Shares		
Registrar of Company	Registrar of Companies, Uttarakhand Mezzanine Floor 78, Rajpur road, Office No. 259, Shri Radha Palace Dehradun The Mall, PIN-248001, Uttarakhand Tel.: 0135-2745012 - 01352745013 E-mail: roc.uttarakhand@mca.gov.in Website: www.mca.gov.in		
Company Secretary and Compliance Officer	Ms. Shweta Mehrotra B-25, 29, Industrial Estate Bazpur Road, Udham Singh Nagar, Kashipur, Uttarakhand, India, 244713 Tel.: + 91 7535910007 ; Fax: N.A. E-mail: cs.kcpl@kvspremier.com		
Chief Financial Officer	Mr. Raj Kumar Arora B-25, 29, Industrial Estate Bazpur Road, Udham Singh Nagar, Kashipur, Uttarakhand, India, 244713 Tel.: +91 7535910007; Fax: N.A. E-mail: raj.arora@kvspremier.com		
Designated Stock Exchange	SME Platform of BSE Limited Address: 25 th floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400001. Website: https://www.bsesme.com		
Anchor Bid Opens on: [●] *			
Bid/ Issue Programme	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 Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.*

Note: Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days.

DETAILS OF INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

Book Running Lead Manager to the Issue	Registrar to the Issue
	
Narnolia Financial Services Limited	Skyline Financial Services Private Limited
Address: 201, 2 nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India	Address: D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020
Tel No.: 033- 40501500; +91- 8130678743	Telephone: +91-11-40450193-97
Fax No.: Not Available	Fax No: +91-11-26812683
Email: pankaj.passi@narnolia.com ipo@narnolia.com	Email: compliances@skylinerta.com
Website: www.narnolia.com	Website: www.skylinerta.com
Contact Person: Mr. Pankaj Pasi	Contact Person: Mr. Pawan Bisht
SEBI Registration No. INM000010791	SEBI Registration Number: INR000003241

Peer Review/ Statutory Auditor	Legal Advisor
M/s Arora Gupta & Co	Mr. Manesh Agarwal
Address: T-02, Gole Market, Rudrapur, U.S. Nagar, Uttarakhand 263153	Address: Civil Court Compound, Kashipur , District, U.S. Nagar (Uttarakhand)
Tele. No: +91 9012474456	Tele. No: +91 8218563573, + 91 9412088651
E-mail: aroragupta.ca@gmail.com	E-mail: maneshagrawalksp@gmail.com
Contact Person: Mr. Amit Arora	Contact Person: Mr. Manesh Agarwal
Peer Review No.: 014699	Registration No.: UP4724/98
Firm Registration No.: 021313C	

Banker to the company	Underwriter to Issue
	
Punjab National Bank	Narnolia Financial Services Limited
Address: Mid Corporate Centre, Bazpur Road, Kashipur, Uttarakhand-244713	Address: 201, 2 nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India
Tele. No.: +91- 8198800820	Tel No.: 033- 40501500; +91- 8130678743
Fax No.: N.A.	Fax No.: Not Available
E-mail: mcc9000@pnb.co.in	Email: pankaj.passi@narnolia.com ipo@narnolia.com
Website: https://www.pnbindia.in/	Website: www.narnolia.com
Contact Person: Mr. Govind	Contact Person: Mr. Pankaj Pasi
	SEBI Registration No. INM000010791

Banker to the Issue	Market Maker
[●]	[●]

DETAILS OF BOARD OF DIRECTORS OF OUR COMPANY

S.N.	Name	DIN	Category	Designation
1.	Mr. Arpan Jindal	00223527	Executive	Managing Director
2.	Mr. Devendra Kumar Agarwal	00753173	Non-Executive	Director
3.	Ms. Rekha Agarwal	02212986	Non- Executive	Director
4.	Ms. Venu Jindal	10648138	Non- Executive	Director
5.	Mr. Vivek Karnavat	10631969	Non- Executive	Independent Director
6.	Mr. Madhup Misra	10706343	Non- Executive	Independent Director

For further details of our directors, please refer to the chapter titled “Our Management” beginning on page 166 of this Draft Red Herring prospectus.

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer, Skyline Financial Services Private Limited and/or the BRLM, i.e., Narnolia Financial Services Limited, in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA, etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs where the Application was submitted by the ASBA Applicants.

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

SELF-CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the below mentioned SEBI link. <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>

REGISTERED BROKERS

Bidders can submit Bid cum Application Forms in the Offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI (www.sebi.gov.in) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

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

STATEMENT OF RESPONSIBILITY OF THE BOOK RUNNING LEAD MANAGER/STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

Since Narnolia Financial Services Limited is the sole Book Running Lead Manager (BRLM) to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them.

CREDIT RATING

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

IPO GRADING

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

EXPERT OPINION

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

Our Company has received written consent dated September 10, 2024, from Peer Review Auditor namely, M/s Arora Gupta & Co., Chartered Accountants (FRN: 021313C) and written consent dated September 10, 2024, from legal advisor namely, Mr. Manesh Agarwal, Advocate, to include their name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act 2013.

The report of the peer review auditor on Statement of Tax Benefits and report on Restated Financials, for the period ended June 30, 2024, and for the financial years ended March 31, 2024, 2023 and 2022 included in this Draft Red Herring Prospectus.

Further, Mr. Manesh Agarwal, Advocate, has given its legal due diligence report, as included in this Draft Red Herring Prospectus, in relation to the Outstanding Litigations and Material Developments dated September 27, 2024, along with Annexure B dated November 25, 2024. The Due Diligence Report dated November 22, 2024, by M/s Nishi & Associates, Practicing Company Secretaries, confirming the secretarial compliances status as included in this Draft Red Herring Prospectus.

Aforementioned consents have 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.

All the intermediaries, including Lead Manager/ BRLM, have relied upon the appropriacy and authenticity of the same.

DEBENTURE TRUSTEE

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

APPRAISAL AND MONITORING AGENCY

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to Rs. 10,000 Lakh. Since the Issue size is below Rs. 10,000 Lakh, 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.

BOOK BUILDING PROCESS

The book building, in the context of the Issue, refers to the process of collection of Bids on the basis of the Draft Red Herring Prospectus/ Red Herring Prospectus within the Price Band, which will be decided by our Company, in consultation with the BRLM, and will be advertised in [●] editions of the English national newspaper, [●] editions of the Hindi national newspaper, and [●] editions in Regional newspaper where our Registered Office is located, each with wide circulation, at least two working days prior to the Bid/ Offer Opening Date. The Offer Price shall be finalized after the Bid/ Issue Closing Date. The principal parties involved in the Book Building Process are:

All Bidders (except Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Pursuant to the UPI Circulars, Retail Individual Bidders may also participate in this Offer through UPI in the ASBA process. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.

Each Bidder by submitting a Bid in Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Issue. In this regard, our Company has appointed the BRLM to manage this Issue and procure Bids for this Issue. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors are advised to make their own judgment about investment through this process prior to submitting a Bid in this Offer.

Bidders should note that this Offer is also subject to obtaining (i) final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment.

For further details, please refer to the chapters titled “Issue Structure” and “Issue Procedure” beginning on pages 299 and 263 respectively of this Draft Red Herring Prospectus.

ILLUSTRATION OF BOOK BUILDING PROCESS AND THE PRICE DISCOVERY PROCESS

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled “Issue Procedure” on page 263 of this Draft Red Herring Prospectus.

UNDERWRITING AGREEMENT

Our Company and BRLM to the issue hereby confirm that the Issue is 100% Underwritten. The Underwriting agreement is dated September 25, 2024. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

(Rupees In Lakhs)

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicative No. of Equity Shares to Be Underwritten*	Amount Underwritten	% of the Total Issue Size Underwritten
 Narnolia Financial Services Limited Address: 201, 2 nd Floor, Marble Arch, 236 B A.J.C Bose Road, Kolkata, West Bengal- 700020, India Tel No.: +91- 8130678743, 033-40501500 Fax No.: Not Available Email: ipo@narnolia.com , pankaj.passi@narnolia.com Website: www.narnolia.com Contact Person: Mr. Pankaj Pasi SEBI Registration No. INM000010791	49,69,600	[●]	100%

In the opinion of our Board of Directors of the Company, the resources of the abovementioned Underwriter is sufficient to enable them to discharge the underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

FILING OF PROSPECTUS

A soft copy of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus shall be filed with the SME platform of BSE Limited (BSE SME).

A soft copy of the Red Herring Prospectus and Prospectus shall be filed with SEBI through SEBI Intermediary Portal at <https://siportal.sebi.gov> in as per Regulation 246(1) of SEBI (ICDR) Regulations. Pursuant to Regulation 246(2) of SEBI ICDR Regulations, the SEBI shall not issue any observation on the offer document.

A copy of the Red Herring Prospectus and Prospectus along with the documents required to be filed under Section 26 read with Section 32 of the Companies Act will be delivered to the Registrar of Companies, Uttarakhand, Mezzanine Floor 78, Rajpur road, Office No. 259, Shri Radha Palace Dehradun The Mall, PIN-248001.

GREEN SHOE OPTION

No green shoe option is contemplated under the Issue.

CHANGE IN THE AUDITOR DURING LAST 3 YEAR

The following changes have taken place in the Auditors during the last three years preceding the date of this Draft Red Herring Prospectus:

Name of the Auditor	Date of Appointment	Date of Resignation	Reason for Change
M/s Vimal & Associates, Chartered Accountants Address: Station Road, Kashipur Uttarakhand-UR- 244713 FRN: 004275C	July 8, 2019	May 21, 2024	The firm was not peer-reviewed, and the company has a requirement for certification of accounts by a peer-reviewed CA firm
M/s Arora Gupta & Co., Chartered Accountants Address: T-2, Gole Market, Near Gurudwara Singh Sabha, Rudrapur-263153, Uttarakhand FRN: 021313C	May 21, 2024	NA	NA

WITHDRAWAL OF THE ISSUE

Our company in consultation with the BRLM, reserves the right not to proceed with the Issue at any time after the 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 Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform BSE SME 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 BSE SME, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the 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.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company and the BRLM have entered into a tripartite agreement dated [●] with [●] the Market Maker for this Issue, duly registered with BSE SME to fulfill the obligations of Market Making:

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE and SEBI regarding this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

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

2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of BSE Limited and SEBI from time to time.
3. 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 offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. On the first day of the listing, there will be pre-opening session (call auction) and thereafter 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.
7. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

The Market Maker(s) shall have the right to terminate said arrangement by giving a one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s). In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the BRLM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further, our Company and the BRLM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

9. **Risk containment measures and monitoring for Market Makers:** SME Platform of BSE will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
10. **Punitive Action in case of default by Market Maker:** SME Platform of BSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Makers, 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(s) 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 Makers from time to time.

Price Band and Spreads: Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Makers during market making process has been made applicable, based on

the issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to 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 Marketing 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.

The trading shall take place in the TFT segment for the 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.

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CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Red Herring Prospectus is set forth below:
(Rupees in Lakhs)

Sr. No.	Particulars	Aggregate Nominal value	Aggregate value at offer price
A.	Authorized Share Capital		
	2,25,00,000 Equity Shares of Rs. 10/- each	2,250.00	-
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	1,37,83,324 Equity Shares of Rs.10/- each	1,378.33	-
	Present Issue in terms of the Draft Red Herring Prospectus*		
	Issue up to 49,69,600 Equity Shares of face value of Rs. 10/- each at a premium of Rs. [●] /- per share	[●]	[●]
	<i>of which:**</i>		
(I)	Reservation for Market Maker- Up to 2,76,800 Equity Shares of Rs. 10/- each at a price of Rs. [●] /- per Equity Share reserved as Market Maker Portion.	[●]	[●]
(II)	Net Issue to the Public – Up to 46,92,800 Equity Shares of Rs. 10/- each at a price of Rs. [●] /- per Equity Share.	[●]	[●]
C.	Of the Net Issue to the Public		
(I)	Allocation to Qualified Institutional Buyer – 9,37,600 Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share.	[●]	[●]
(II)	Allocation to Retail Individual Investors – 16,43,200 Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share shall be available for allocation for Investors applying for a value of up to Rs.2.00 Lakhs.	[●]	[●]
(III)	Allocation to Other than Retail Individual Investors – 7,05,600 Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share shall be available for allocation for Investors applying for a value of above Rs.2.00 Lakhs.	[●]	[●]
D.	Issued, Subscribed and Paid-up Share Capital after the Issue		
	1,87,52,924 Equity Shares of Rs. 10/- each	1,875.29	
E.	Securities Premium Account		
	Before the Issue	238.07	
	After the Issue	[●]	

* The present Issue has been authorized pursuant to a resolution of our Board of Directors dated September 10, 2024, and by Special Resolution passed under Section 62(1)I of the Companies Act, 2013 at the Extraordinary General Meeting of the members held on September 25, 2024.

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

**Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or



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

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NOTES TO THE CAPITAL STRUCTURE

1. Details of increase in Authorized Share Capital:

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

S. N.	Date	No. of Shares	Face Value (in Rs.)	Cumulative No. of Shares	Cumulative Authorised Share Capital (in Rs.)	Whether AGM/EGM
1.	On Incorporation*	1,50,000	10.00	1,50,000	15,00,000	N.A.
2.	June 15, 2020**	1,60,00,000	10.00	1,61,50,000	16,15,00,000	NCLT Order Date
3.	June 13, 2024	63,50,000	10.00	2,25,00,000	22,50,00,000	EGM

*The date of incorporation of our Company is June 10, 2019.

**Pursuant to the NCLT order dated June 15, 2020, M/s Kamlapati Infrastructure Limited (Transferor-1), M/s Sidhivinayak Horticulture Limited (Transferor-2), M/s Sharma Investments Limited (Transferor-3) and M/s Tomar Investments Limited (Transferor-4) has been merged into our Company (Transferee) and Authorised Share capital has been increased from Rs.15,00,000 to Rs.16,15,00,000.

2. History of Paid-up Equity Share Capital of our Company:

S. N.	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (Rs.)	Cumulative Securities premium (Rs.)
1.	*Incorporation	1,50,000	10.00	10	Cash	Incorporation	1,50,000	15,00,000	NA
2.	December 31, 2020	(15,000)	10.00	10	Other than Cash	Cancellation of cross holding pursuant to order of Amalgamation passed by NCLT	1,35,000	13,50,000	NA
3.	December 31, 2020	56,254	10.00	10	Other than Cash	Pursuant to order of Amalgamation passed by NCLT	1,91,254	19,12,540	NA
4.	January 03, 2022	1,33,310	10.00	457	Other than Cash	Conversion of Unsecured Loan	3,24,564	32,45,640	5,95,89,570
5.	June 19, 2024	1,29,82,560	10.00	NA	Other than Cash	Bonus Issue	1,33,07,124	13,30,71,240	85,68,880
6.	August 31, 2024	4,76,200	10.00	42	Cash	Preferential Issue	1,37,83,324	13,78,33,240	2,38,07,280

*The date of incorporation of our Company is June 10, 2019.

As per the financial statements of the company for the financial year 2023-24, the company had the closing balance of securities premium reserve of Rs.5,95,90,000.00/- and Surplus in Profit and Loss of Rs. 13,87,02,749.53/- aggregating to Rs. 19,82,92,319.53/-. Our company issued 1,29,82,560 Equity shares of face value Rs. 10/- each

aggregating to Rs. 12,98,25,600/- on June 19, 2024, from the securities premium reserve of Rs. 5,10,20,690/- and Surplus in Profit and Loss of Rs. 7,88,04,910/-.

Note:

- Initial Subscribers to the MOA to 1,50,000 Equity Shares of face value of Rs. 10.00/- each as per the details given below:

S. No.	Name of Allottee	No. of Shares issued
1.	Mr. Devendra Kumar Agarwal	52,500
2.	Mr. Arpan Jindal	52,500
3.	Mr. Braham Prakash Goel on behalf of M/s Kashi Vishwanath Steels Private Limited	15,000
4.	Mr. Mithlesh Kumar Agarwal on behalf of M/s Sharma Investments Limited	7,500
5.	Mr. Sumit Agarwal on behalf of M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	7,500
6.	Mr. Dinesh Goyal on behalf of M/s Tomar Investments Limited	7,500
7.	Mr. Puneet Mohindra on behalf of M/s Annapurna Steels Private Limited	7,500
Total		1,50,000

- The Company thereafter cancel 15,000 Equity Shares of face value of Rs. 10.00/- on cancellation of cross holding pursuant to order of Amalgamation passed by NCLT, each as per the details given below:

S. No.	Name of Allottee	No. of Shares Issued
1.	M/s Sharma Investments Limited	7,500
2.	M/s Tomar Investments Limited	7,500
Total		15,000

- The Company thereafter issued 56,254 Equity shares of face value of Rs. 10.00/- each on December 31, 2020, pursuant to order of Amalgamation passed by NCLT, mentioned in detail below:

S. No.	Name of Allottee	No. of Shares Issued
1.	M/s Kashi Vishwanath Steels Private Limited	24,803
2.	M/s Annapurna Steels Private Limited	24,027
3.	Mr. Devendra Kumar Agarwal	4,173
4.	Mr. Arpan Jindal	1,915
5.	Ms. Rekha Agarwal	864
6.	Ms. Venu Jindal	312
7.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	80
8.	M/s KVS Ispat Private Limited	80
Total		56,254

- The Company thereafter Issued 1,33,310 Equity shares of face Value Rs.10.00/- and issue price Rs. 457.00/- each on January 03, 2022, pursuant to Conversion of Loan into Equity Share, mentioned in detail below:

S. No.	Name of Allottee	No. of Shares Issued
1.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	79,630
2.	M/s Annapurna Steels Private Limited	28,480
3.	Mr. Devendra Kumar Agarwal	14,200
4.	M/s Kashi Vishwanath Steels Private Limited	11,000
	Total	1,33,310

5. The Company thereafter Issued 1,29,82,560 Equity shares of face value Rs. 10.00/- each on June 19, 2024, for other than cash consideration by way of Bonus Issue in proportion of 40 (Forty) Equity Shares for every 1 (one) Equity shares, mentioned in detail below:

S. No.	Name of Allottee	No. of Shares issued
1.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	34,88,400
2.	Mr. Devendra Kumar Agarwal	28,34,920
3.	M/s Annapurna Steels Private Limited	24,00,280
4.	Mr. Arpan Jindal	21,76,600
5.	M/s Kashi Vishwanath Steels Private Limited	20,32,120
6.	Ms. Rekha Agarwal	34,560
7.	Ms. Venu Jindal	12,480
8.	M/s KVS Ispat Private Limited	3,200
	Total	1,29,82,560

As per the financial statements of the company for the financial year 2023-24, the company had the closing balance of securities premium reserve of Rs.5,95,90,000.00/- and Surplus in Profit and Loss of Rs. 13,87,02,749.53/- aggregating to Rs. 19,82,92,319.53/-. Our company issued 1,29,82,560 Equity shares of face value Rs. 10/- each aggregating to Rs. 12,98,25,600/- on June 19, 2024, from the securities premium reserve of Rs. 5,10,20,690/- and Surplus in Profit and Loss of Rs. 7,88,04,910/-.

6. The Company thereafter Issued 4,76,200 Equity shares of face value Rs.10.00/- and issue price Rs. 42.00/- each on August 31, 2024, for a cash consideration by way of Preferential Issue, mentioned in detail below:

S. No.	Name of Allottee	No. of Shares Allotted
1.	Ms. Anjali Gupta	1,18,200
2.	Mr. Surendra Kumar Singhal	1,00,000
3.	Ms. Kavita Jain	50,000
4.	Mr. Adheesh Kabra	48,000
5.	Mr. Ritesh Kumar Gupta	44,000
6.	Mr. Sai Krishna Moya	24,000
7.	Mr. Rajesh Kumar	24,000
8.	Ms. Minakshiben Pinakin Shah	24,000
9.	Shinohub Traders LLP	24,000
10.	Mr. Pankaj Kumar	10,000
11.	Mr. Vineet Parekh	10,000
	Total	4,76,200

3. Shareholding of the Promoters of our Company

As on the date of this Draft Red Herring Prospectus, Our Promoters, Mr. Devendra Kumar Agarwal, Mr. Arpan Jindal, Ms. Rekha Agarwal, Ms. Venu Jindal and M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited holds 13,06,793, 13,08,515, 13,06,424, 12,63,292 and 35,75,610 Equity Shares respectively, representing 9.48 % ,9.49 % , 9.48 % 9.17 % and 25.94% of the pre-issue paid up share capital of our Company.

Details of Build-up of shareholding of the Promoters

Date of Allotment / acquisition / transaction and when made fully paid up	Nature (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in Rs.)	Issue/ Transfer price per Equity Share (in Rs.)	Consideration (cash/ other than cash)	Name of Transferor / Transferee	% of Pre-Issue capital of Cumulative Shares
Mr. Devendra Kumar Agarwal							
Incorporation	Subscriber to MOA	52,500	10	10	Cash	N.A.	0.38%
December 31, 2020	Pursuant to order of Amalgamation passed by NCLT	4,173	10	10	Other than cash	N.A.	0.03%
January 03, 2022	Conversion of Unsecured Loan	14,200	10	457	Other than cash	N.A.	0.10%
June 19, 2024	Bonus Issue	28,34,920	10	Nil	Other than Cash	N.A.	20.57%
July 08, 2024	Transfer	(15,99,000)	10	Nil	Other than Cash (Gift)	Transferee- Rekha Agarwal and Venu Jindal	(11.60%)
	Total	13,06,793					9.48%
Mr. Arpan Jindal							
Incorporation	Subscriber to MOA	52,500	10	10	Cash	N.A.	0.38%
December 31, 2020	Pursuant to order of Amalgamation passed by NCLT	1,915	10	10	Other than Cash	N.A.	0.01%
June 19, 2024	Bonus Issue	21,76,600	10	Nil	Other than Cash	N.A.	15.79%
July 08, 2024	Transfer	(9,22,500)	10	Nil	Other than Cash (Gift)	Transferee- Venu Jindal	(6.69%)
	Total	13,08,515					9.49%
Ms. Rekha Agarwal							

December 31, 2020	Pursuant to order of Amalgamation passed by NCLT	864	10	10	Other than Cash	N.A.	0.01%
June 19, 2024	Bonus Issue	34,560	10	Nil	Other than Cash	N.A.	0.25%
July 08, 2024	Transfer	12,71,000	10	Nil	Other than Cash (Gift Deed)	Transferor-Devendra Kumar Agarwal	9.22%
	Total	13,06,424					9.48%
Ms. Venu Jindal							
December 31, 2020	Pursuant to order of Amalgamation passed by NCLT	312	10	10	Other than Cash	N.A.	Nil
June 19, 2024	Bonus Issue	12,480	10	Nil	Other than Cash	N.A.	0.09%
July 08, 2024	Transfer	12,50,500	10	Nil	Other than Cash (Gift)	Transferor-Arpan Jindal and Devendra Kumar Agrwal	9.07%
	Total	12,63,292					9.17%
M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited							
Incorporation	Subscriber to MOA	7,500	10	10	Cash	N.A.	0.05%
December 31, 2020	Pursuant to order of Amalgamation passed by NCLT	80	10	10	Other than Cash	N.A.	Nil
January 03, 2022	Conversion of Unsecured Loan	79,630	10	457	Other than Cash	N.A.	0.58%
June 19, 2024	Bonus Issue	34,88,400	10	Nil	Other than Cash	N.A.	25.31%
	Total	35,75,610					25.94%

*The date of incorporation of our Company is June 10, 2019.

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. None of the Equity Shares held by our Promoters are under pledged.

4. Our shareholder Pattern

The table below represents the shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015, as on dated November 22, 2024:

Category Code	Category of shareholder	No. of share holder	No. of fully paid-up equity shares held	No. of Partly paid-up equity shares held	No. of underlying Depository Receipts	Total no. of shares held	Shareholding as a % of total no. of shares (calculated as per SCRA, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of shares underlying Outstanding Convertible Securities (including warrants)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) As a % of (A+B+C2)	No. of locked-in shares		No. of shares pledged or otherwise encumbered		Number of shares held in dematerialized form	
								No. of Voting Rights						Total as a % of (A+B+C)	No. (a)	As a % of shares held (b)	No. (a)		As a % of shares held (b)
								Class X	Class Y	Total	Total as a % of (A+B+C)								
<i>I</i>	<i>II</i>	<i>III</i>	<i>IV</i>	<i>V</i>	<i>VI</i>	<i>VII=IV+V+VI</i>	<i>VIII</i>	<i>IX</i>				<i>X</i>	<i>XI=VII+X</i>	<i>XII</i>		<i>XIII</i>		<i>XIV</i>	
(A)	Promoters and Promoter Group	8	1,33,07,124	-	-	1,33,07,124	96.55%	1,33,07,124	-	1,33,07,124	96.55%	-	96.55%			-	-	1,33,07,124	
(B)	Public	11	4,76,200	-	-	4,76,200	3.45%	4,76,200	-	4,76,200	3.45%	-	3.45%			-	-	4,52,200	
(c)	Non-Promoter-Non Public		-	-	-	-	-	-	-	-	-	-	-			-	-	-	
(1)	Shares underlying DRs		-	-	-	-	-	-	-	-	-	-	-			-	-	-	
(2)	Shares held by Employee Trusts		-	-	-	-	-	-	-	-	-	-	-			-	-	-	
	Total	19	1,37,83,324			1,37,83,324	100%	1,37,83,324		1,37,83,324	100%	-	100%			-	-	1,37,59,324	

*As of the date of this Draft Red Herring Prospectus 1 Equity Shares holds 1 vote.

Note:

- In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/05/2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, shall be dematerialized. All the Equity shares of the Company are in dematerialized form. However, only one public shareholder have shares in physical form.*
- PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.*
- Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE Emerge before commencement of trading of such Equity Shares.*

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5. As on the date of this Draft Red Herring Prospectus, there are no partly paid-up shares/outstanding convertible securities/warrants in our Company.
6. Following are the details of the holding of securities of persons belonging to the category “Promoter and Promoter Group” and “public” before and after the Issue:

Sr. No.	Name of shareholder	Pre issue		Post issue	
		No. of equity Shares	As a % of Issued Capital	No. of equity Shares	As a % of Issued Capital
Promoters					
1.	Mr. Arpan Jindal	13,08,515	9.49%	13,08,515	6.98%
2.	Mr. Devendra Kumar Agarwal	13,06,793	9.48%	13,06,793	6.97%
3.	Ms. Rekha Agarwal	13,06,424	9.48%	13,06,424	6.97%
4.	Ms. Venu Jindal	12,63,292	9.17%	12,63,292	6.74%
5.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	35,75,610	25.94%	35,75,610	19.07%
TOTAL – A		87,60,634	65.83%	87,60,634	46.72%
Promoter Group					
6.	M/s Kashi Vishwanath Steel Private Limited	20,82,923	15.11%	20,82,923	11.11%
7.	M/ Annapurna Steels Private Limited	24,60,287	17.85%	24,60,287	13.12%
8.	M/s KVS Ispat Private Limited	3,280	0.02%	3,280	0.02%
TOTAL - B		45,46,490	34.17%	45,46,490	24.24%
Public					
9.	Public	4,76,200	3.45%	4,76,200	2.54%
10.	IPO	-	-	49,49,600	26.50%
TOTAL (C)		4,76,200	3.45%	54,45,800	29.04%
GRAND TOTAL (A+B+C)		1,37,83,324	100.00%	1,87,52,924	100.00%

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition* (in Rs.)
Mr. Arpan Jindal	13,08,515	0.42
Mr. Devendra Kumar Agarwal	13,06,793	5.40
Ms. Rekha Agarwal	13,06,424	0.01
Ms. Venu Jindal	12,63,292	Nil
M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	35,75,610	10.20

* As certified by M/s Arora Gupta & Co. Chartered Accountants dated September 25, 2024.

8. Details of Major Shareholders:

A. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on dated November 22, 2024:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	35,75,610	25.94%
2.	M/s Annapurna Steels Private Limited	24,60,287	17.85%
3.	M/s Kashi Vishwanath Steels Private Limited	20,82,923	15.11%
4.	Mr. Arpan Jindal	13,08,515	9.49%
5.	Mr. Devendra Kumar Agarwal	13,06,793	9.48%
6.	Ms. Rekha Agarwal	13,06,424	9.48%
7.	Ms. Venu Jindal	12,63,292	9.17%
Total		1,33,03,844	96.52%

B. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on ten days prior to dated November 22, 2024:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	35,75,610	25.94%
2.	M/s Annapurna Steels Private Limited	24,60,287	17.85%
3.	M/s Kashi Vishwanath Steels Private Limited	20,82,923	15.11%
4.	Mr. Arpan Jindal	13,08,515	9.49%
5.	Mr. Devendra Kumar Agarwal	13,06,793	9.48%
6.	Ms. Rekha Agarwal	13,06,424	9.48%
7.	Ms. Venu Jindal	12,63,292	9.17%
Total		1,33,03,844	96.52%

C. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	87,210	26.87%
2.	Mr. Devendra Kumar Agarwal	70,873	21.84%
3.	M/s Annapurna Steels Private Limited	60,007	18.49%
4.	Mr. Arpan Jindal	54,415	16.77%
5.	M/s Kashi Vishwanath Steels Private Limited	50,803	15.65%
6.	Ms. Rekha Agarwal	864	0.27%
7.	Ms. Venu Jindal	312	0.10%

8.	M/s KVS Ispat Private Limited	80	0.02%
Total		3,24,564	100.00%

D. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of this Draft Red Herring Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Paid-up Capital
1.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	87,210	26.87%
2.	Mr. Devendra Kumar Agarwal	70,873	21.84%
3.	M/s Annapurna Steels Private Limited	60,007	18.49%
4.	Mr. Arpan Jindal	54,415	16.77%
5.	M/s Kashi Vishwanath Steels Private Limited	50,803	15.65%
6.	Ms. Rekha Agarwal	864	0.27%
7.	Ms. Venu Jindal	312	0.10%
8.	M/s KVS Ispat Private Limited	80	0.02%
Total		3,24,564	100.00%

**The Company has not issued any convertible instruments like warrants, debentures etc. since its incorporation and there are no outstanding convertible instruments as on date of this Draft Red Herring Prospectus.*

9. Our Company has not issued any Equity Shares out of revaluation reserve or reserves without accrual of cash resources.
10. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price except the following:

S. No.	Name of Allottees	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment	Benefit occurred to Issuer
1.	Ms. Anjali Gupta	1,18,200	10	42.00	August 31, 2024	Preferential Issue	Business Growth and Working Capital Requirement
2.	Mr. Surendra Kumar Singhal	1,00,000	10	42.00	August 31, 2024	Preferential Issue	
3.	Ms. Kavita Jain	50,000	10	42.00	August 31, 2024	Preferential Issue	
4.	Mr. Adheesh Kabra	48,000	10	42.00	August 31, 2024	Preferential Issue	
5.	Mr. Ritesh Kumar Gupta	44,000	10	42.00	August 31, 2024	Preferential Issue	
6.	Mr. Sai Krishna Moya	24,000	10	42.00	August 31, 2024	Preferential Issue	
7.	Mr. Rajesh Kumar	24,000	10	42.00	August 31,	Preferential	

					2024	Issue	
8.	Ms. Minakshiben Pinakin Shah	24,000	10	42.00	August 31, 2024	Preferential Issue	
9.	Shinohub Traders LLP	24,000	10	42.00	August 31, 2024	Preferential Issue	
10.	Mr. Pankaj Kumar	10,000	10	42.00	August 31, 2024	Preferential Issue	
11.	Mr. Vineet Parekh	10,000	10	42.00	August 31, 2024	Preferential Issue	
Total		4,76,200					

11. Except as disclosed in this 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.
12. We have 19 (Nineteen) shareholders as on dated November 22, 2024
13. As on the date of this Draft Red Herring Prospectus, our Promoters holds a total of 87,60,634 Equity Shares representing 65.83% of the pre-issue paid up share capital of our Company.
14. Except for the following, none of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the Company which is a promoter of the Company and/or the Directors of the Company have purchased or sold any securities of our Company during the past six months immediately preceding the date of filing this Draft Red Herring Prospectus:

S. No	Date	Transferor	Transferee	No. of Shares Transferred	Face Value	Consideration
1.	July 08, 2024	Mr. Devendra Kumar Agarwal	Ms. Rekha Agarwal	12,71,000	10.00	Nil (Gift)
2.	July 08, 2024	Mr. Arpan Jindal	Ms. Venu Jindal	9,22,500	10.00	Nil (Gift)
3.	July 08, 2024	Mr. Devendra Kumar Agarwal	Ms. Venu Jindal	3,28,000	10.00	Nil (Gift)

15. The members of the Promoters Group, our directors and the relatives of our directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing this Draft Red Herring Prospectus.
- 16. Details of Promoter's Contribution locked in for 3 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 granted consent to include such number of Equity Shares held by them as may constitute 20.00% of the post-issue Equity Share Capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner Promoters 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 Promoters Contribution as mentioned above shall be locked-in for a period of 3 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 utilized as stated in the offer document, is expected to commence.

We further confirm that Minimum Promoters Contribution of 20.00% of the post issue paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters 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 Promoters Contribution will be created as per applicable regulations and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details of the Equity Shares held by our Promoters, which are locked in for a period of 3 years from the date of Allotment in the Offer are given below:

Name of Promoter	Date of Transaction and when made fully paid-up	Nature of Transaction	No. of Equity Shares	Face Value (Rs.)	Issue/ Acquisition Price per Equity Share (Rs.)	Percentage of post- Offer paid-up capital (%)	Lock in Period
Mr. Arpan Jindal	June 19, 2024	Bonus Issue	12,64,000	10	NA	6.74%	3 Years
Mr. Devendra Kumar Agarwal	June 19, 2024	Bonus Issue	12,64,000	10	NA	6.74%	
M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	June 19, 2024	Bonus Issue	12,64,000	10	NA	6.74%	

The Equity Shares that are being locked in are not ineligible for computation of Promoters contribution in terms of Regulation 237 of the SEBI ICDR Regulations. Equity Shares offered by the Promoters for the minimum Promoters 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 Promoters contribution of 20.00% which is subject to lock-in for 3 years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of

- assets or capitalization of intangible assets;
- b) Equity Shares acquired during the preceding three years resulting from a bonus issue by utilization of revaluation reserves or Unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters 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% Promoters 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 Promoters Contribution subject to lock-in.

Reg No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoters Contribution
237 (1) (a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalisation of intangible assets is involved in such transaction	The Minimum Promoter's contribution does not consist of such Equity shares which have been acquired for consideration other than cash and revaluation of assets or capitalisation of intangible assets. Hence Eligible
237 (1) (a) (i)	Specified securities 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 promoters' contribution.	The Minimum Promoter's contribution does not consist of such Equity shares. Hence Eligible.
237 (1) (b)	Specified securities acquired by the promoters and alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India [or any non-individual public shareholder holding at least five per cent. of the post-issue capital or any entity (individual or non-individual) forming part of promoter group other than the promoter(s)], during the preceding one year at a price lower than the price at which specified securities are being offered to the public in the initial public offer:	The Minimum Promoter's contribution does not consist of such Equity shares. Hence Eligible.
237 (1) (c)	Specified securities allotted to the promoters and alternative investment funds during the preceding one year	The Minimum Promoter's contribution does not consist of such Equity shares. Hence Eligible.

	at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms or limited liability partnerships, where the partners of the erstwhile partnership firms or limited liability partnerships are the promoters of the issuer and there is no change in the management.	
237 (1) (d)	Specified securities pledged with any creditor.	The Minimum Promoter's contribution does not consist of such Equity shares. Hence Eligible.

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

In addition to above Equity Shares that are locked-in for three years as the minimum Promoters' contribution, the promoters and public pre-issue shareholding of Equity Share capital of our Company, i.e. 99,91,324 Equity Shares 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.

Pledge of Locked in Equity Shares:

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged as a collateral security for a loan granted by a scheduled commercial bank or a public financial institution or a systemically important non-banking finance company or a housing finance company, subject to the following:

- In case of Minimum Promoters' Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and pledge of equity shares is one of the terms of sanction of the loan.
- In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.
- However, 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 specified has expired.

Transferability of Locked in Equity Shares:

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and

Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable:

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock- in period stipulated has expired.
 - The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock- in period stipulated has expired.
17. Our Company, our Promoters, our Directors and the BRLM to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
18. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, including Bonus Shares, at any point of time since Incorporation except the following:

S. No.	Name of Allottees	No. of Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Date of Allotment	Reason for Allotment	Benefit occurred to Issuer
1.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	34,88,400	10	NA	June 19, 2024	Bonus Issue	Capitalizations of reserve
2.	Mr. Devendra Kumar Agarwal	28,34,920	10	NA	June 19, 2024	Bonus Issue	
3.	M/s Annapurna Steels Private Limited	24,00,280	10	NA	June 19, 2024	Bonus Issue	
4.	Mr. Arpan Jindal	21,76,600	10	NA	June 19, 2024	Bonus Issue	
5.	M/s Kashi Vishwanath Steels Private Limited	20,32,120	10	NA	June 19, 2024	Bonus Issue	
6.	Ms. Rekha Agarwal	34,560	10	NA	June 19, 2024	Bonus Issue	
7.	Ms. Venu Jindal	12,480	10	NA	June 19, 2024	Bonus Issue	
8.	M/s KVS Ispat Private Limited	3,200	10	NA	June 19, 2024	Bonus Issue	
Total		1,29,82,560					

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

Pursuant to the NCLT order dated June 15, 2020, M/s Kamlapati Infrastructure Limited (Transferor-1), M/s Sidhivinayak Horticulture Limited (Transferor-2), M/s Sharma Investments Limited (Transferor-3) and M/s Tomar Investments Limited (Transferor-4) has been merged into our Company (Transferee) and Authorised Share capital has been increased from Rs.15,00,000 to Rs.16,15,00,000. Further, our Company issued 56,254 Equity shares of face value of Rs. 10.00/- each on December 31, 2020, pursuant to order of Amalgamation passed by NCLT, details are as follows:

S. No.	Name of Allottee	No. of Shares Issued
1.	M/s Kashi Vishwanath Steels Private Limited	24,803
2.	M/s Annapurna Steels Private Limited	24,027
3.	Mr. Devendra Kumar Agrwal	4,173
4.	Mr. Arpan Jindal	1915
5.	Ms. Rekha Agarwal	864
6.	Ms. Venu Jindal	312
7.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	80
8.	M/s KVS Ispat Private Limited	80
	Total	56,254

20. Our Company has not re-valued any of its assets. However, the company has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves. For more details, please refer to the chapter “financial statements as restated” on the page 208 of this Draft Red Herring Prospectus.
21. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
22. There are no safety net arrangements for this public Offer.
23. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
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 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. All the Equity Shares of our Company are fully paid up as on the date of this Draft Red Herring Prospectus. Further, since the entire money in respect of the Offer is being called on application, all the successful applicants

will be allotted fully paid-up equity shares.

26. As per RBI regulations, OCBs are not allowed to participate in this Issue.
27. There is no Buyback, stand by, or similar arrangement by our Company/Promoters/Directors/BRLM for purchase of Equity Shares issued / offered through this Draft Red Herring Prospectus.
28. 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.
29. Investors may note that in case of over-subscription, the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
30. 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 BRLM and BSE.
31. The Issue is being made through Book Building Method.
32. BRLM to the Issue viz. Narnolia Financial Services Limited and its associates do not hold any Equity Shares of our Company.
33. Our Company has not raised any bridge loan against the proceeds of this Issue.
34. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
35. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
36. Our Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Draft Red Herring Prospectus.
37. An Applicant cannot make an application for more than the number of Equity Shares being Issued/Offered through this Draft Red Herring Prospectus, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
38. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.
39. Our Promoters and the members of our Promoter Group will not participate in this Issue.
40. Our Company has not made any public issue since its incorporation.
41. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
42. For the details of transactions by our Company with our Promoter Group, Group Companies during period ended June 30, 2024, and for the financial years ended on March 31, 2024, March 31, 2023 & March 31 2022



Fiscals, please refer to paragraph titled *-Related Party Transaction* in the chapter titled “Restated Financial Statements” beginning on page number 208 of this Draft Red Herring Prospectus.

43. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “*Our Management*” beginning on page number 166 of this Draft Red Herring Prospectus.

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OBJECTS OF THE ISSUE

The Issue includes a public Issue of Upto 49,69,600 Equity Shares of face value of Rs. 10/- each of our Company at an Issue Price of [●] per Equity Share.

Requirement of Funds

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

1. To meet out the Capital Expenditures; and
2. To meet out the General Corporate Purposes

(Collectively referred as the “objects”)

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

The main objects clause of our Memorandum of Association (MOA) enables our Company to undertake its existing activities and these activities which have been carried out now by our Company are valid in terms of the objects clause of our Memorandum of Association (MOA). Further the objects clause and objects incidental and ancillary to the main objects clause of our Subsidiary, enables to undertake their existing business activities

REQUIREMENT OF FUNDS

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

The following table summarizes the requirement of funds:

S. No.	Particulars	Rupees in Lakhs
1	Gross Issue Proceeds	[●]*
2	Less: Issue Related Expenses	[●]*
	Net proceeds	[●]*

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

UTILISATION OF FUNDS:

Fund Requirements

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

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

(Rupees in Lakhs, except %)

S. N.	Particulars	Amount	% of Gross Proceeds	% of Net Proceeds
1.	Capital Expenditures	2600.00	[•]	[•]
2.	General Corporate Purposes*	[•]	[•]	[•]
	Net Issue Proceeds	[•]	[•]	[•]

**To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC and the amount to be utilized for general corporate purposes shall not exceed 25% of the amount raised by our Company.*

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

Particulars	Estimated Amount in Lakhs
Net Proceeds	[•]
Total	[•]

The objects detailed above are intended to be funded from the proceeds of the Issue while any remaining funding needs will be met through the company's internal accruals. 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.

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.

DETAILS OF UTILIZATION OF ISSUE PROCEEDS

1. Capital Expenditure towards purchase of plant and machineries

Our Company intends to deploy amount of Rs. 2,776.34 Lakhs towards capital expenditures, out of which Rs. 2600.00 Lakhs will be source from Net Proceeds and Rs. 176.34 Lakhs from internal sources.

The utilization will be for the Capital expenditures towards purchase of plant and machineries with advanced Technology Equipments required for manufacturing of products relating to Ductile Iron (SG)/ Cast Iron (CI)/ Steel castings for Automobile and Non-Automobile Sectors such as Railways, Defence, Tractors.

No second-hand or used machinery is proposed to be purchased out of the Net Proceeds.

The rationale for purchasing the machine with the proceeds from the mentioned issue is as follows:

As the company has observed a consistent demand for Automobile and Non-Automobile, ferrous casting products and machining services from both existing and potential customers, there has been a notable increase in the overall production requirements of the company. In light of this, the company is actively engaged in a process to elevate its production capacity from the current level to meet the increased demand. To fulfill this imperative, an investment of Rs. 2,776.34 lakhs from the aforementioned proceeds are earmarked for the acquisition of the below mentioned machineries which will be used in the new plant (Unit 2). The company is strategically planning to automate its processes, aiming to utilize optimum capacity for ensuring timely product deliveries with the expected quality standards. Currently equipped with a capacity of up to 600 metric tons per month for Sand Casting (Ductile Iron (SG) and Cast Iron (CI) and Machining components. The company is going to install a new plant and machineries which will increase our capacity upto 1000 metric tons capacity per month. Through this enhancement, the company

underscores its ability to anticipate technological and regulatory changes, successfully developing and introducing new and improved products in a timely manner. This capability is identified as a significant factor and helps the company to cater the increased demand of existing and new customers.

Description and Purpose of Machinery:

For manufacturing of Casting product, we need to increase the manufacturing process for that required various machinery as listed below., the details of the machineries to be procured by the company are as follows:

a) Disa Match High Pressure Moulding Machine:

To produce Ductile Iron (SG) and Cast-Iron casting components like Brake Drum, Wheel Hub, Steering Housing, Railway Brake system parts, Timing Case, Drum Changer, EV vehicle front / Rear Axle and others. This is the latest featured moulding machine which has the capability to increase productivity with safety while maintaining and improving the quality of the castings. With this machine we can make intricate castings for different sectors.

b) Sand Plant Equipments and Conveying System:

This is an advanced PLC (Programmable Logic Controller) based equipment to prepare Green Sand as per specification with highest grade of quality so as to help in making sound casting with minimum rejection. The conveying system is an underground as well as over the ground fully automatic and PLC controlled belt conveyer system to carry prepared green sand to Molding Machine and back to Shakeout.

c) Centrifugal Sand Mixer Tm 285-160:

This is a high speed fully automatic and PLC controlled Sand Mixing system to prepare molding sand for Molds. A highly advanced mixer machine capable of doing self-examination/ testing of all sand parameters required for making best quality sand.

d) Dust Extraction System:

To keep dust free environment near sand plant / molding machine, Dust Extraction System will be installed.

e) CNC and VMC Machines:

CNC/VMC are the machines where the material or part is held in place and rotated by the main spindle as the cutting tool that works on the material is mounted and moved on various axes.

f) Melting Furnace:

Melting furnaces are used to melt solid materials like CRCA (Cold rolled cutting) scrap mixed with other Alloys to make the final liquid metal as per the customer’s specification and then given to the moulding line for pouring into the mould boxes made through Moulding Machine.

g) Furnace Transformers:

Transformers are used to control input and output of electric supplies coming from Grid lines. We will install the furnace transformer with the capacity of 3900 KVA, 33 KV/375.

We intend to buy following under the capital expenditures, the tentative costs are given below along with the quotations from vendors:

(Rupees In Lakhs)

S. No.	Machine Description	Qty.	Supplier Name	Quotation Date	Validity Date	Amount of Purchase
1.	DISA Match 24/28 HPML - Moulding Machine System	1 Set	DISA India Limited	05.09.2024	31.12.2024	1135.00
2.	Sand Plant Equipments and Conveyor System	1 Set	DISA India Limited	05.09.2024	31.12.2024	461.86

3.	Centrifugal Sand Mixer TM 240-110	1 Set	DISA India Limited	05.09.2024	31.12.2024	166.36
4.	SMC (Sand Multi Controller)	1 Set	DISA India Limited	05.09.2024	31.12.2024	80.00
5.	Dust Extraction System	1 Set	DISA India Limited	05.09.2024	04.03.2025	145.00
6.	CNC Machine	10	Ace Designers Limited	07.09.2024	06.03.2025	213.00
7.	VMC Machines	6	Ace Designers Limited	07.09.2024	06.03.2025	227.82
8.	3250 KW /1000 KG Tetra Track Induction Furnaces (Melting Furnace)	1 Set	Electrotherm India Limited	25.09.2024	24.03.2025	283.00
9.	3900 KVA, 33 KV/375 V Furnace Transformer, ONAN type	1 Set	Electrotherm India Limited	25.09.2024	24.03.2025	64.30
Total						2,776.34

Notes:

- The purchase price mentioned is exclusive of GST and other applicable taxes.
- We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.
- The quotations relied upon by us in arriving at the above cost are valid for the period specified and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the project cost. Such cost escalation if any, would be met out of our internal accruals.

2. General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds aggregating Rs. [●] Lakh for General Corporate Purposes subject to such utilization not exceeding 25% of the Issue Proceeds, in compliance with the SEBI Regulations, including but not limited or restricted to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

3. Issue related Expenses

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, 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. [●] Lakh.

S. No.	Particulars	Amount (Rs. in Lakhs) *	% of Total Expenses
1	Book Running Lead manager(s) fees including underwriting commission.	[●]	[●]
2	Brokerage, selling commission and upload fees.	[●]	[●]
3	Registrars to the issue	[●]	[●]
4	Legal Advisors	[●]	[●]
5	Printing, advertising and marketing expenses	[●]	[●]
6	Regulators including stock exchanges	[●]	[●]
7	Others, if any (Peer Review Auditors, and other misc. expenses like printing & stationery etc.)	[●]	[●]

Total	[●]	[●]
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* To be incorporated in the Prospectus after finalisation of the Issue Price.

Structure for commission and brokerage payment to the SCSBs Syndicate, RTAs, CDPs and SCSBs:

1. Issue expenses including applicable taxes.
2. Selling commission payable to the members of the CDPs, RTA, SCSBs on the portion of RII, NII would be as follows:
 - Portion for RIIs 0.01% (exclusive of GST) valid per allotment
 - Portion for NIIs 0.01% (exclusive of GST) valid per allotment.
3. Percentage of the amount received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares and the Issue Price)
4. The members of RTA and CDPs will be entitled to application charges of Rs. 5/- (plus applicable taxes) as per valid allotment. The terminal from which the application form has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
5. Registered Brokers will be entitled to a commission of Rs. 5/- (plus applicable taxes), per allotment, procured from RII, NII and submitted to the SCSBs 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.
6. SCSBs would be entitled to a processing fee of Rs. 5/- (Plus applicable taxes) for processing the application forms, for valid allotments, procured by the members of the Registered Brokers, RTAs and CDPs and submitted to them.

Proposed Schedule of Implementation:

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

(Rupees in Lakhs)

S. N.	Particulars	Amount to be funded from Net Proceeds	Expenses incurred till September 25, 2024	Amount to be deployed and utilized in F.Y. 2024-25	Amount to be deployed and utilized in F.Y. 2025-26
1.	Capital Expenditure	2600.00	NIL	1040.00	1560.00
2.	General Corporate Purposes*	[●]	[●]	[●]	[●]
Total		[●]	[●]	[●]	[●]

***To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC and the amount to be utilized for general corporate purposes shall not exceed 25% of the amount raised by our Company.**

Further 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.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from

the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds. We further confirm that no part proceed of the Issue shall be utilised for repayment of any Part of unsecured loan outstanding as on date of Draft Red Herring Prospectus.

The above requirement of funds are based on our current business plan, internal management estimates based on the prevailing market conditions, and also based on quotations obtained from certain vendor, quotations from vendors for the estimated costs relating to the warehouse and security deposits for proposed warehouse, delivery hubs, rapid delivery points, etc. These funding requirements or deployments have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as change in costs, including due to inflation or increase in the rate of taxation or change in the rate of currency exchange, revision in quotations at the time of actual expenditure, change in financial and market conditions, our management's analysis of economic trends and our business requirements, changes in technology, ability to identify and consummate new business initiatives as well as general factors affecting our results of operations, financial condition, business and strategy and interest/exchange rate fluctuations or other external factors, which may not be within the control of our management. This may entail rescheduling (including preponing the deployment of Net Proceeds) and revising the funding requirement for a particular Object or increasing or decreasing the amounts earmarked towards any of the aforementioned Objects at the discretion of our management, subject to compliance with applicable law.

In case of any surplus amount after utilization of the Net Proceeds towards any of the aforementioned Objects, we may use such surplus amount towards (i) other Objects as set out above; and/ or (ii) general corporate purposes, provided that (a) the total amount to be utilized towards general corporate purposes does not exceed 25% of the amount raised by our Company, Further, in case of a shortfall in meeting the aforementioned Objects, we may explore a range of alternate funding options including utilizing our internal accruals.

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 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.

SHORTFALL OF FUNDS

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

DEPLOYMENT OF FUNDS

The Company has received the Sources and Deployment Funds Certificate dated September 25, 2024, from M/s, Arora Gupta & Co., Chartered Accountants. The certificate states that the Company has not incurred any amount towards issue expenses for initial public offer till September 25, 2024.

INTERIM USE OF FUNDS

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. 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 undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process 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 on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

MONITORING UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency. Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the SEBI (Listing Obligation and Disclosures 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.

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

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the Postal Ballot Notice or E-Voting) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, 2013 and the SEBI ICDR Regulations.

OTHER CONFIRMATIONS

No part of the issue proceeds will be paid as consideration to promoters, directors, key managerial personnel, associates or group companies except in the normal course of business and as disclosed in the sections titled Our Promoters, Our Promoters Group and Our Management as mentioned on page no. 184, 193 and 166 of this Draft Red Herring Prospectus.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “Risk Factors”, the details about our Company under the section titled "Our Business" and its financial statements under the section titled "Financial Information of the Company" beginning on page 27, 119, and 208 respectively of the Draft Red Herring Prospectus. The trading price of the Equity Shares of our Company could decline due to these risks and the investor may lose all or part of his investment.

The Price Band/ Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of qualitative and quantitative factors. The face value of the Equity Shares is ₹ 10/- each and the Issue Price.

QUALITATIVE FACTORS

Some of the qualitative factors which form the basis for computing the price, are:

1. *Timely and safe deliveries*
2. *In-house manufacturing Facilities*
3. *Experienced management team and a motivated and efficient work force;*
4. *Cordial relations with our clients;*

For further details, refer to the heading chapter titled “Our Business” beginning on page 119 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

Information presented below relating to the Company is based on the Restated Financial Statements. Some of the quantitative factors which form the basis or computing the price are as follows:

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

Financial Year	EPS (Basic & Diluted)	Weight
2023-24	4.50	3
2022-23	3.64	2
2021-22	1.32	1
Weighted Average EPS		3.68
For the period ended on June 30, 2024		1.21

**Not Annualized*

Note:

- a) EPS Calculations have been done in accordance with Ind AS 33 - Earning per share issued by the Institute of Chartered Accountants of India.
- b) Basic earnings per share are calculated by dividing the net profit after tax by the weighted average number of Equity Shares outstanding during the period.
- c) Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during year/period multiplied by the time weighting factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
- d) For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except where the results are anti-dilutive.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. [●]/- per Equity Share of face value Rs.10/- each fully paid up.

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-2024	[●]
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2022-2023	[●]
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2021-2022	[●]
P/E ratio based on the Weighted Average EPS, as restated	[●]

**Not Annualized*

Industry P/E*

Highest	37.33
Lowest	24.19
Average	30.76

3. Return on Net Worth (RONW)

Financial Year	Return on Net Worth (%)	Weight
2023-24	23.19	3
2022-23	24.39	2
2021-22	8.08	1
Weighted Average		21.08
For the period ended on June 30, 2024		5.87

**Not Annualized*

Note:

- Return on Net Worth (%) = Net Profit after tax attributable to owners of the Company, as restated /Net worth as restated as at year end.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights
- Net worth is the aggregate value of the paid-up share capital of the Company and reserves and surplus, excluding revaluation reserves and attributable to equity holders.

4. Net Asset Value per Equity Share

(Amount in Rupees)

Particulars	Net Asset Value (NAV)
For the period ended on June 30, 2024	20.62
2023-24	19.41
2022-23	14.91
2021-22	16.40
NAV after the Issue- At Cap Price	[●]
NAV after the Issue- At Floor Price	[●]
NAV after the Issue- Issue Price	[●]

Note: Net Asset Value has been calculated as per the following formula:

NAV = Net worth excluding preference share capital and revaluation reserve/Outstanding number of Equity shares outstanding during the year or period.

5. Comparison with industry peers

#	Name of the company	Face Value (Per share)	CMP	EPS (Rs)	P/E Ratio	RONW (%)	NAV (Rs. Per share)	PAT (Rs. In Lakhs)
1	KVS Castings Limited	10.00	[●]	4.50	[●]	23.19	19.41	598.98
Peer Group*								
2.	Universal Auto Foundry Limited	10.00	151.60	4.06	37.33	7.52	54.15	489.24
3.	Thaai Casting Limited	10.00	145.15	6.00	24.19	14.76	31.23	1,066.01

Note: Industry Peer may be modified for finalisation of Issue Price before filing Draft Red Herring Prospectus with ROC.

** Sourced from Annual Reports, Unaudited Financials, NSE& BSE.*

Notes:

- Considering the nature and turnover of business of the Company, the peers are not strictly comparable. However, the same have been included for broader comparison.
- The figures for KVS Castings Limited are based on the restated results for the period ending June 30, 2024, and Year ended March 31, 2024.
- The figures for the peer group are based on standalone restated results for the period ending March 31, 2024.
- Current Market Price (CMP) is the closing price of respective scrip as on November 25, 2024.

For further details see the section titled Risk Factors beginning on page 27 and the financials of the Company including profitability and return ratios, as set out in the section titled Auditors Report and Financial Information of Our Company beginning on page 208 of this Draft Red Herring Prospectus for a more informed view.

Key financial and operational performance indicators (“KPIs”)

Our company considers that KPIs included herein below have a bearing for arriving at the basis for Offer Price. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 10, 2024. Further, the KPIs herein have been certified by M/s Arora Gupta & Co., chartered accountants, by their certificate dated September 24, 2024, vide UDIN 24514828BKEGNB4256. Additionally, the Audit Committee on its meeting dated September 10, 2024, have confirmed that other than verified and audited KPIs set out below, our company has not disclosed to earlier investors at any point of time during the three years period prior to the date of the Draft Red Herring Prospectus.

For further details of our key performance indicators, see “Risk Factors, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 27, 119 and 210 respectively. We have described and defined them, where applicable, in “Definitions and Abbreviations” section on page no. 2. Our Company confirms that it shall continue to disclose all the KPIs included in this section “Basis for Offer Price”, on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the utilization of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company as required under the SEBI ICDR Regulations.

6. Key metrics like revenue growth, EBIDTA Margin, PAT Margin and few balance sheet ratio are monitored on a periodic basis for evaluating the overall performance of our Company.

(Rupees in Lakhs, except EPS, % and ratios)

Particulars	For the period ended on June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from operations ⁽¹⁾	1,325.24	5,415.75	5,726.34	4,633.29
Growth in Revenue from Operations ⁽²⁾	(75.53%)	(5.42%)	23.59%	-
EBITDA ⁽³⁾	236.91	900.14	751.03	298.76
EBITDA Margin (%) ⁽⁴⁾	17.88%	16.62%	13.12%	6.45%
EBITDA Growth Period on Period ⁽⁵⁾	(73.68%)	19.85%	151.38%	-
ROCE (%) ⁽⁶⁾	8.42%	32.95%	30.95%	13.07%
Current Ratio ⁽⁷⁾	3.09	3.98	2.32	2.07
Operating Cash flow ⁽⁸⁾	(34.84)	504.68	253.97	285.16
PAT ⁽⁹⁾	160.90	598.98	483.84	121.14
ROE/ RoNW ⁽¹⁰⁾	5.87%	23.19%	24.39%	8.08%
EPS ⁽¹¹⁾	1.21	4.50	3.64	1.32

Notes:

- ⁽¹⁾ Revenue from operations is the total revenue generated by our Company from its operation.
- ⁽²⁾ Growth in revenue in percentage, year on year
- ⁽³⁾ EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses
- ⁽⁴⁾ EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations
- ⁽⁵⁾ EBITDA growth rate year on year
- ⁽⁶⁾ ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long-term debt less Revaluation Reserve.
- ⁽⁷⁾ Current Ratio: Current Asset over Current Liabilities
- ⁽⁸⁾ Operating Cash Flow: Net cash inflow from operating activities.
- ⁽⁹⁾ PAT is mentioned as PAT for the period
- ⁽¹⁰⁾ ROE/RoNW is calculated as PAT divided by shareholders' equity
- ⁽¹¹⁾ EPS is mentioned as EPS for the period

KPI	Explanation
Revenue from operation	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
Revenue Growth Rate %	Revenue Growth Rate informs the management of annual growth rate in revenue of the company on consideration to the previous period
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
EBITDA Growth Rate %	EBITDA Growth Rate inform the management of annual growth rate in EBITDA of company on consideration to previous period
ROCE %	ROCE provides how efficiently our Company generates earnings from the

	capital employed in the business.
Current Ratio	Current ratio indicate the company's ability to bear its short term obligations.
Operating Cash Flow	Operating cash flow shows whether the company is able to generate cash from day-to-day business.
PAT	Profit after Tax is an indicator which determines the actual earning available to equity shareholders.
ROC/RoNW	ROC/RoNW (%) is an indicator which shows how much company is generating from its available shareholders' funds
EPS	Earning per shares is the company's earnings available of one share of the Company for the period

7. GAAP Financial Measures

GAAP Financial measures are numerical measures which are disclosed by the issuer company in accordance with the Generally Accepted Accounting Principles (GAAP) applicable for the issuer company i.e., measures disclosed in accordance with Indian Accounting Standards ("Ind AS") or Accounting Standards ("AS") notified in accordance with Section 133 of the Companies Act, 2013, as amended (the "Act"). These measures are generally disclosed in the financial statements of the issuer company.

(Rupees in lakhs)

Particulars	For the period ended on June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31 2022
Revenue from operations	1,325.24	5,415.75	5,726.34	4,633.29
Profit after tax	160.90	598.98	483.84	121.14
Cash flow from operating activities	(34.84)	504.68	253.97	285.16
Cash Flow from investing activities	(8.05)	(50.86)	(328.17)	2.88
Cash Flow from financing activities	(7.11)	(471.72)	79.67	(175.43)
Net Change in Cash and cash equivalents	(45.06)	(11.25)	75.44	114.40

8. Non- GAAP Financial measures

Non-GAAP Financial measures are numerical measures of the Technical Guide on Disclosure and Reporting of KPIs issuer company's historical financial performance, financial position, or cash flows that:

- i. Exclude amounts, or are subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measures calculated and presented in accordance with GAAP in the financial statements of the issuer company; or
- ii. Include amounts or are subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measures so calculated and presented. Such adjustment items should be based on the audited line items only, which are included in the financial statements. These Non-GAAP Financial measures are items which are not defined under Ind AS or AS, as applicable. Generally, if the issuer company takes a commonly understood or defined GAAP amount and removes or adds a component of that amount that is also presented in the financial statements, the resulting amount is considered a Non-GAAP Financial

measure. As a simplified example, if the issuer company discloses net income less restructuring charges and loss on debt extinguishment (having determined all amounts in accordance with GAAP), the resulting performance amount, which may be labelled “Adjusted Net Income,” is a Non-GAAP Financial measure.

(Rupees in Lakhs, except %)

Particulars	For the period ended on June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
EBITDA	236.91	900.14	751.03	298.76
Gross margin	22.82%	19.31%	15.12%	9.66%
EBITDA margin	17.88%	16.62%	13.12%	6.45%
Working capital	1638.16	1,490.05	1,189.73	909.66
PAT Margin	12.14%	11.06%	8.45%	2.61%
Net worth	2743.3	2,582.41	1,983.43	1,499.59

Apart from the above, Ministry of Corporate Affairs (MCA), vide its notification dated March 24, 2021, has issued certain amendments to the Schedule III to the Act. Pursuant to these amendments, the below ratios are also required to be presented in the financial statements of the companies:

On the basis of Restated financial statements

Particulars	For the period ended on June 30, 2024	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Current ratio	3.09	3.98	2.32	2.07
Debt-equity ratio	0.02	0.02	0.25	0.25
Debt service coverage ratio	111.46	28.07	19.23	4.08
Inventory turnover ratio	0.56	2.22	3.01	3.54
Trade receivables turnover ratio	1.49	7.91	5.49	5.15
Trade payables turnover ratio	1.69	11.81	6.47	4.52
Net capital turnover ratio	0.81	3.63	4.81	5.09
Net profit ratio	12.41%	11.06%	8.45%	2.61%
Return on equity ratio	5.86%	23.19%	24.39%	8.08%
Return on capital employed	8.42%	32.95%	30.95%	13.07%

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9. Comparison of KPI with listed industry peers

(Rupees in Lakhs, except%)

Particulars	KVS Castings Limited			Universal Auto foundry Limited			Thaai Casting Limited		
	Mar-24	Mar-23	Mar-22	Mar-24	Mar-23	Mar-22	Mar-24	Mar-23	Mar-22
Revenue from Operations ⁽¹⁾	5,415.75	5,726.34	4,633.29	20,250.84	23,617.72	16,244.87	7,096.14	4,896.06	3,833.80
Growth in Revenue from Operations ⁽²⁾	(5.42%)	23.59%	-	(14.26%)	45.39%	-	44.94%	27.71%	-
EBITDA (3)	900.14	751.03	298.76	1,585.32	2,556.20	619.40	1,972.46	1,236.45	505.63
EBITDA Margin (4)	16.62%	13.12%	6.45%	7.83%	10.82%	3.81%	27.80%	25.25%	13.19%
PAT (5)	598.98	483.84	121.14	489.24	1,048.92	(273.26)	1,066.01	503.71	115.40
PAT Margin (6)	11.06%	8.45%	2.61%	2.42%	4.44%	(1.68%)	15.02%	10.29%	3.01%
Net Worth (7)	2,582.41	1,983.43	1,499.59	7,295.55	5,803.29	2,184.99	7,223.95	1617.31	894.84

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

Notes:

- (1) Revenue from Operations as appearing in the Restated Financial Statements/ Annual Reports of the respected companies.
- (2) Growth in Revenue from Operations (%) is calculated as Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period
- (3) EBITDA is calculated as Profit before tax + Depreciation + Finance Cost.
- (4) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.
- (5) PAT is the profit for the period from continuing operations.
- (6) PAT Margin' is calculated as PAT for the period/year divided by Revenue from Operations.
- (7) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account excluding the reserves creating out of revaluation of assets.

10. Weighted average cost of acquisition

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

The details of the Equity Shares excluding shares issued under ESOP/ESOS and issuance of bonus shares during the 18 months preceding the date of this draft red-herring prospectus where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction), in a single transaction or multiple transactions combined together over a span of rolling 30 days:

S. No.	Date of Allotment	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Issue Price Adjusted after Bonus Issue	Nature of consideration	Nature of Allotment
1.	*Incorporation	1,50,000	10	10	0.24	Cash	Incorporation
2.	December 31, 2020	(15000)	Cancellation of cross holding pursuant to order of Amalgamation passed by NCLT				
3.	December 31, 2020	56,254	10	10	0.24	Other than Cash	Pursuant to order of Amalgamation passed by NCLT
4.	January 03, 2022	1,33,310	10	457	11.15	Other than cash	Conversion of Unsecured Loan

*The date of incorporation of our Company is June 10, 2019

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

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

(c) Weighted average cost of acquisition, floor price and cap price:

Type of transaction	Weighted average cost of acquisition (₹ per equity shares)	Weighted average cost of acquisition after Bonus shares adjustments (₹ per equity shares)	Floor Price	Cap Price
Weighted average cost of primary / new issue acquisition*	1.49	Nil	[●]	[●]
Weighted average cost of secondary	Nil	Nil	[●]	[●]

acquisition**				
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*Calculated for last 18 months

**Calculated for Transfer of Equity Shares.

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

Not Applicable.

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STATEMENT OF TAX BENEFITS

Independent Auditor's Report on Statement of Special Tax Benefits

To,
The Board of Directors
KVS Castings Limited
(Formerly known as KVS Castings Private Limited)
B-25, 29, Industrial Estate Bazpur Road,
Udham Singh Nagar, Kashipur, Uttarakhand, India, 244713

Dear Sir(s),

Subject: Statement of Possible Special Tax Benefits Available to the KVS Castings Limited and its shareholders prepared in accordance with the requirements under Schedule VI-PART A, Clause (9) (L) of the SEBI (ICDR) Regulations, 2018, as amended (the "Regulations")

We hereby confirm that the enclosed annexure, prepared by “**KVS Castings Limited**” (“**the Company**”) states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 (‘Act’) as amended time to time, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the State Goods and Services Tax Act as passed by respective State Governments from where the Company operates and applicable to the Company, for inclusion in the Draft Red Herring Prospectus (“DRHP”) / Red Herring Prospectus (“RHP”) / Prospectus for the proposed public offer of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”).

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated 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 hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, 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.

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

- the Company or its Shareholders will continue to obtain these benefits in future;
- the conditions prescribed for availing the benefits, where applicable have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the DRHP for the proposed public offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the offer document.

Limitations

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the existing tax laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.

The enclosed Annexure is intended solely for your information and for inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

The certificate is issued solely for the limited purpose to comply with Indian [ICDR Regulations]. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside India (including in the United States of America), and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. This report should not be relied upon by prospective investors outside India (including persons who are Qualified Institutional Buyers as defined under (i) Rule 144A or (ii) Regulation S under the United States Securities Act of 1933, as amended) participating in the Offering. We accept no responsibility and deny any liability to any person who seeks to rely on this report and who may seek to make a claim in connection with any offering of securities on the basis that they had acted in reliance on such information under the protections afforded by United States of America law and regulation or any other laws other than laws of India.

Signed in terms of our separate report of even date.

Yours faithfully,

For Arora Gupta & Co.
Chartered Accountants
Firm Registration No.: 021313C



Sd/-

Mr. Amit Arora

Partner

Membership No.: 514828

Date: September 24, 2024

Place: Rudrapur

UDIN:24514828BKEGNE1860

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Annexure to the statement of possible Tax Benefits

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 presently forced 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 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.

1. Special Tax Benefits available to the Company under the Act:

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

2. Special Tax Benefits available to the shareholders of the Company

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

Notes:

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

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 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.

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SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

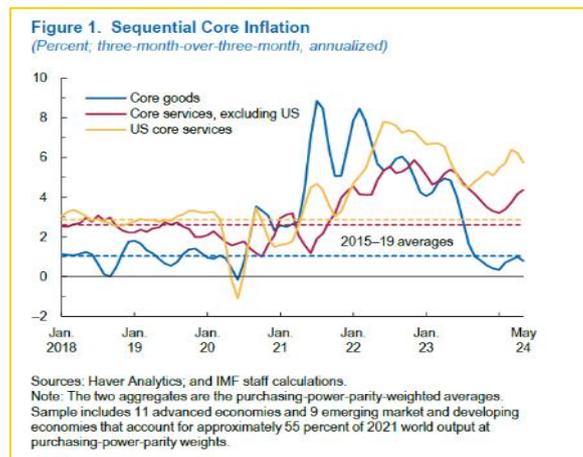
The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. None of the Company and any other person connected with the Issue have independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projection forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on information.

Global Economy

Global growth is projected to be in line with the April 2024 World Economic Outlook (WEO) forecast, at 3.2 percent in 2024 and 3.3 percent in 2025. However, varied momentum in activity at the turn of the year has somewhat narrowed the output divergence across economies as cyclical factors wane and activity become better aligned with its potential. Services price inflation is holding up progress on disinflation, which is complicating monetary policy normalization. The upside risks to inflation have thus increased, raising the prospect of higher-for-even-longer interest rates, in the context of escalating trade tensions and increased policy uncertainty. To manage these risks and preserve growth, the policy mix should be sequenced carefully to achieve price stability and replenish diminished buffers.

Global activity and world trade firmed up at the turn of the year, with trade spurred by strong exports from Asia, particularly in the technology sector. Relative to the April 2024 WEO, first quarter growth surprised on the upside in many countries, although downside surprises in Japan and the United States were notable. In the United States, after a sustained period of strong outperformance, a sharper-than-expected slowdown in growth reflected moderating consumption and a negative contribution from net trade. In Japan, the negative growth surprise stemmed from temporary supply disruptions linked to the shutdown of a major automobile plant in the first quarter. In contrast, shoots of economic recovery materialized in Europe, led by an improvement in services activity. In China, resurgent domestic consumption propelled the positive upside in the first quarter, aided by what looked to be a temporary surge in exports belatedly reconnecting with last year’s rise in global demand. These developments have narrowed the output divergences somewhat across economies, as cyclical factors wane and activity becomes better aligned with its potential.

Meanwhile, the momentum on global disinflation is slowing, signaling bumps along the path. This reflects different sectoral dynamics: the persistence of higher-than-average inflation in services prices, tempered to some extent by stronger disinflation in the prices of goods (Figure 1). Nominal wage growth remains brisk, above price inflation in some countries, partly reflecting the outcome of wage negotiations earlier this year and short-term inflation expectations that remain above target. The uptick in sequential inflation in the United States during the first quarter has delayed policy normalization. This has put other advanced economies, such as the euro area and Canada, where underlying inflation is cooling more in line with expectations, ahead of the United States in the easing cycle. At the same time, a number of central banks in emerging market economies remain cautious in regard to cutting rates owing to external risks triggered by changes in interest rate differentials and associated depreciation of those economies’ currencies against the dollar.



Global financial conditions remain accommodative. Although longer-term yields have generally drifted upward, in tandem with the repricing of policy paths, buoyant corporate valuations have kept financial conditions accommodative. The increase in yields is likely to put pressure on fiscal discipline, however, which in some countries is already strained by the inability to rein in spending or raise taxes.

A Waxing and Waning Outlook

Projections are based on upward revisions to commodity prices, including a rise in nonfuel prices by 5 percent in 2024. Energy commodity prices are expected to fall by about 4.6 percent in 2024, reflecting elevated oil prices from deep cuts by OPEC+ (the Organization of the Petroleum Exporting Countries, including Russia and other non-OPEC oil exporters) and reduced, but still present, price pressure from the Middle East conflict. Monetary policy rates of major central banks are still expected to decline in the second half of 2024, with divergence in the pace of normalization reflecting varied inflation circumstances.

Growth is expected to remain stable. At 3.2 percent in 2024 and 3.3 percent in 2025, the forecast for global economic growth is broadly unchanged from that in April (Table 1). Under the hood, however, offsetting growth revisions have shifted the composition.

Trade makes a recovery. World trade growth is expected to recover to about 3¼ percent annually in 2024–25 (from quasi stagnation in 2023) and align with global GDP growth again. The uptick in the first quarter of this year is expected to moderate as manufacturing remains subdued. Although cross-border trade restrictions have surged, harming trade between geopolitically distant blocs, the global trade-to-GDP ratio is expected to remain stable in the projection.

Global inflation will continue to decline. In advanced economies, the revised forecast is for the pace of disinflation to slow in 2024 and 2025. That is because inflation in prices for services is now expected to be more persistent and commodity prices higher. However, the gradual cooling of labor markets, together with an expected decline in energy prices, should bring headline inflation back to target by the end of 2025. Inflation is expected to remain higher in emerging market and developing economies (and to drop more slowly) than in advanced economies. However, partly thanks to falling energy prices, inflation is already close to prepandemic levels for the median emerging market and developing economy.

Not Yet in the Clear

Overall, risks to the outlook remain balanced, but some near-term risks have gained prominence. These include upside risks to inflation that stem from a lack of progress on services disinflation and price pressures emanating from renewed trade or geopolitical tensions. Risks of persistent inflation in the services sector are tied to both wage and price setting, given that labor accounts for a high share of the costs in that sector. Higher nominal wage growth, which in some cases reflects the catch-up of real wages, if accompanied by weak productivity, could make it difficult for firms to moderate price increases, especially when profit margins are already squeezed. This could lead to further stickiness in wage and price inflation. The escalation of trade tensions could further raise near-term risks to inflation by increasing the cost of imported goods along the supply chain. Bumpiness along the remaining disinflation path could destabilize the return to price stability if short-term expectations spike upward as a result of disappointing inflation data.

The risk of elevated inflation has raised the prospects of higher-for-even-longer interest rates, which in turn increases external, fiscal, and financial risks. Prolonged dollar appreciation arising from rate disparities could disrupt capital flows and impede planned monetary policy easing, which could adversely impact growth. Persistently high interest rates could raise borrowing costs further and affect financial stability if fiscal improvements do not offset higher real rates amid lower potential growth.

The potential for significant swings in economic policy as a result of elections this year, with negative spillovers to the rest of the world, has increased the uncertainty around the baseline. These potential shifts entail fiscal profligacy risks that will worsen debt dynamics, adversely affecting long-term yields and ratcheting up protectionism. Trade tariffs, alongside a scaling up of industrial policies worldwide, can generate damaging cross-border spillovers, as well as trigger retaliation, resulting in a costly race to the bottom. By contrast, policies that promote multilateralism

and a faster implementation of macrostructural reforms could boost supply gains, productivity, and growth, with positive spillovers worldwide.

Futureproofing the Economy

As output gaps start to close and inflation recedes, policymakers face two tasks: persevering with restoring price stability and addressing the legacies of recent crises, including replenishing lost buffers and durably uplifting growth. In the near term, this will require careful calibration and sequencing of the policy mix. In countries where upside risks to inflation—including those arising through external channels—have materialized, central banks should refrain from easing too early and remain open to further tightening should it become necessary. Where inflation data encouragingly signal a durable return to price stability, monetary policy easing should proceed gradually, which would simultaneously provide room for the required fiscal consolidation to take place. Fiscal slippages over the past year in some countries could require a stance significantly tighter than envisaged. As the space for fiscal maneuver narrows, commitments to achieving fiscal consolidation targets should be earnestly adhered to, aided by sound fiscal frameworks and resource mobilization.

In emerging market and developing economies, recent policy divergences highlight the need to manage the risks of currency and capital flow volatility. Given that economic fundamentals remain the main factor in dollar appreciation, the appropriate response is to allow the exchange rate to adjust, while using monetary policy to keep inflation close to target. Foreign reserves should be used prudently and preserved to deal with potentially worse outflows in the future, in line with the IMF's Integrated Policy Framework. To the extent possible, macroprudential policies should mitigate vulnerabilities from large exposures to foreign-currency-denominated debt.

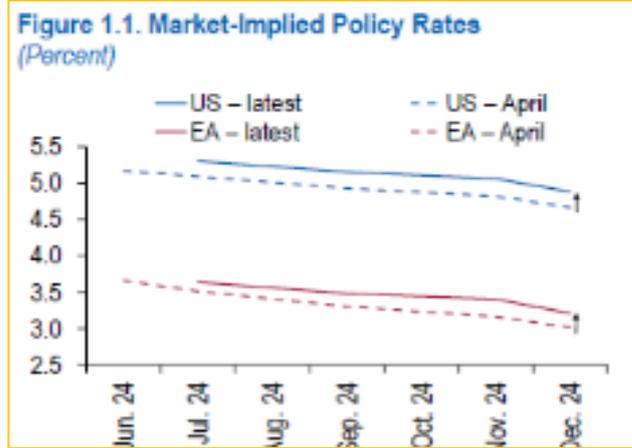
Near-term challenges aside, policymakers must act now to revitalize declining medium-term growth prospects. Striking differences in productivity trends across countries since the pandemic suggest that not all factors are cyclical and that decisive policy action is needed to enhance business dynamism and reduce resource misallocation to arrest weaknesses. Further boosting labor supply, especially by better integrating women and immigrants—key segments contributing to economic resilience in advanced economies—will mitigate demographic pressures, adding to potential growth gains. While emigration of the young and educated population can take a toll on source countries, the costs can be mitigated. Policies that help leverage diaspora networks, maximize the benefits from remittances, and expand domestic labor market opportunities are possible avenues.

Finally, the misuse of inward and domestically oriented policies compromises the ability to tackle global challenges—such as climate change—in regard to which multilateral cooperation and trade are vital. These policies are also often inadequate to address domestic issues, as they increase fiscal pressures and risk further distortions such as resource misallocation. All countries should thus scale back on use of trade-distorting measures and strive instead to strengthen the multilateral trading system.

The persistently elevated uncertainty around the inflation outlook has led central banks in major advanced economies to become somewhat more cautious about the pace of policy easing, compared with their positions at the end of the first quarter.

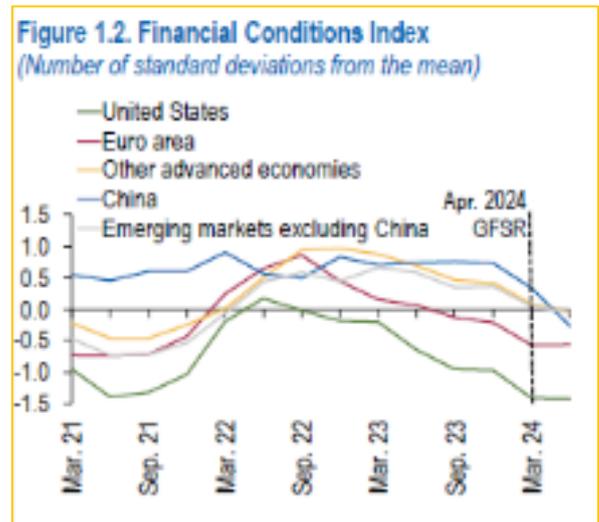
Consequently, markets' expectations of the number of policy rate cuts to be delivered in 2024 have been revised downward (Figure 1.1). Longer-term yields have generally moved in tandem with repricing of policy paths. In the US, however, medium- to longterm yields have remained unchanged, on net, since April.

Over this period, these yields have seen transitory bouts of upward pressure exerted via moves in real rates, a consequence of, in part, fluctuations in demand for Treasuries, given structural shifts in the Treasuries market's investor base. That said, uncertainty around the path of long-term US real rates—measured by the level of the real risk premium—remains elevated compared with the historical average. Developments in interest rates have also led to gyrations of the exchange rate for the US dollar against major advanced economy currencies since April. The Japanese yen has seen sustained depreciation pressures against the dollar over this period, characterized by excessive moves in the currency and subsequent market interventions by the authorities.



Emerging market economies have been resilient overall, although the performance of emerging market currencies has varied some. Broadly speaking, emerging market currencies have been subject to depreciation pressures. Furthermore, emerging markets have experienced net capital outflows since April, while showing some sensitivity to changes in expectations for the US policy path. Even as international sovereign bond issuance has slowed, a few frontier markets have been prefinancing redemptions due in the next quarter despite elevated financing costs to mitigate the much-anticipated refinancing risk.

Risk assets have appreciated from elevated levels of the first quarter, driven in part by resilient corporates. Solid corporate profits have driven valuations in US and euro area equities higher, as companies in most sectors have posted upside earnings surprises. Equity valuations in major emerging markets have been mixed, while corporate spreads continue to remain tight across most regions.



Overall, buoyant corporate valuations have kept financial conditions accommodative (Figure 1.2). However, a slower pace of policy easing in the US and other advanced economies, amid continued uncertainty around the global economic outlook, could exacerbate financial market volatility and challenge these valuations. In addition, emerging market currencies may come under further pressure with narrowing of interest rate differentials against the US.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/07/16/world-economic-outlook-update-july-2024>)

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INDIAN ECONOMY

Introduction

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 295.36 lakh crores (US\$ 3.54 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-June 2025, India's exports stood at US\$ 109.11 billion, with Engineering Goods (25.35%), Petroleum Products (18.33%) and electronic goods (7.73%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months. Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.



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

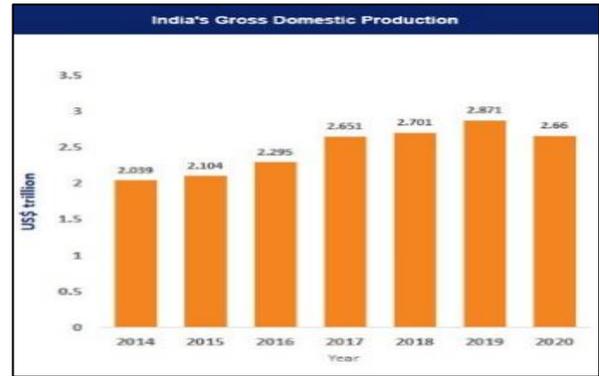
Market size

Real GDP or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 173.82 lakh crores (US\$ 2.08 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 23.2 billion for the 2023-24 compared to US\$ 67.0 billion or 2.0% of GDP in the preceding year. This was largely due to decrease in merchandise trade deficit.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

Recent Developments



India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy.

In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of July 5, 2024, India's foreign exchange reserves stood at US\$ 657.15 billion.
- In May 2024, India saw a total of US\$ 6.9 billion in PE-VC investments.
- Merchandise exports in June 2024 stood at US\$ 35.20 billion, with total merchandise exports of US\$ 109.96 billion during the period of April 2024 to June 2024.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.
- In June 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.74 lakh crore (US\$ 20.83 billion) vs Rs. 1.73 lakh crore (US\$ 20.71 billion)
- Between April 2000–March 2024, cumulative FDI equity inflows to India stood at US\$ 97 billion.
- In May 2024, the overall IIP (Index of Industrial Production) stood at 154.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 136.5, 149.7 and 229.3, respectively, in May 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.08% (Provisional) for June 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January- (up to 15th July) 2024.

- The wheat procurement during Rabi Marketing Season (RMS) 2024-25 (till May) was estimated to be 266 lakh metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024-25 was 400 LMT.

Government Initiatives

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Aatmanirbhar Bharat' and 'Local goes Global'.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of Aatmanirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.

- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

Road Ahead

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US\$ 133.27 billion).

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

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

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Global Iron Casting Industry/ Ferrous Casting Industry

The iron casting market size was valued at US\$ 143.67 billion in 2023 and is expected to reach US\$ 222.84 billion by 2031; it is estimated to register a CAGR of 5.6% from 2023 to 2031.

Iron castings are crucial for the manufacturing of engine components, transmission to gearbox components, suspension systems, braking systems, wheels and rims, and other automotive components. Iron castings are also critical structural components used for the production of expansion joints, columns, beams, and trusses in the building & infrastructure industry. The production of precise and durable iron casting through advanced manufacturing processes enables the cost-effective production of critical automotive and construction elements. According to a 2022 report by the International Energy Agency, the sales of electric cars doubled in the US in 2021; the sales share increased by 4.5%, and 6.6 million units were sold in that year. According to the International Trade Administration data released in 2022, Mexico is the seventh largest global passenger vehicle producer, manufacturing ~3 million vehicles yearly. Moreover, 90% of vehicles produced in Mexico are exported, of which ~76% are exported to the US. North America also has well-established automotive producers such as Audi AG, Bayerische Motoren Werke AG, Stellantis NV, Ford Motor Company, Honda Motor Co Ltd, Hyundai Motor Company, Mercedes Benz, and Volkswagen Group, as well as many original equipment manufacturers. According to the International Organization of Motor Vehicle Manufacturers, in 2021, North America recorded vehicle production of 13.4 million units.

Based on type, the iron casting market is segmented into gray iron, ductile iron, and others. The gray iron segment held the largest share of the market in 2023 and is the ductile iron segment is expected to record the highest CAGR from 2023 to 2031. Gray cast iron (also known as gray iron) is a cornerstone of the iron casting market, renowned for its versatility and cost-effectiveness. This material owes its name to the graphite flakes dispersed throughout its matrix, giving it its characteristic gray appearance. The process of producing gray iron casting involves the melting of iron along with specific additives to promote graphite formation. The resulting material has excellent thermal conductivity, damping capacity, and machinability, making it ideal for a wide range of applications. In the automotive industry, gray iron casting finds extensive use in engine blocks, cylinder heads, brake rotors, and other critical components. Its superior wear resistance and thermal properties make it a preferred choice for heavy-duty applications, such as machinery parts, industrial equipment, and construction instruments. Additionally, gray iron's ability to dampen vibration makes it desirable for components subjected to dynamic loading, such as engine blocks and machine bases. Furthermore, the affordability and ease of manufacturing of gray iron contribute to its widespread adoption across various sectors, including agriculture, infrastructure, and consumer goods. With advancements in casting technologies and processes, such as automated molding systems and computer-aided design, manufacturers can produce intricate gray iron casting with high precision and consistency, meeting the demands of modern industries.

Asia Pacific is estimated to register the fastest CAGR in the global iron casting market from 2023 to 2031. The Asia Pacific iron casting market encompasses a wide range of products, including gray iron, ductile iron, and malleable iron castings, each with distinct properties and applications. The demand for iron castings in Asia Pacific is driven by robust industrial activities and infrastructural development, alongside the steady advancements in casting technologies that enhance product quality and manufacturing efficiency. In recent years, the market has witnessed significant transformation due to the integration of advanced manufacturing processes, such as automation, and the use of innovative materials to improve durability and performance. The rising adoption of 3D printing and other digital technologies in casting has also contributed to reducing lead time and costs, thereby increasing competitiveness.

A few players operating in the global iron casting market include Aarrowcast Inc, Cadillac Casting Inc, Calmet Inc, Fusium Inc, Decatur Foundry Inc, Grupo Industrial Saltillo SAB de CV, Willman Industries Inc, OSCO Industries Inc, Mesa Castings Inc, and Waupaca Foundry Inc. Players operating in the market focus on providing high-quality

products to fulfill customer demand. Also, they are focusing on launching new and high-quality products for their customers.

The overall global iron casting market size has been derived using both primary and secondary sources. To begin the research process, exhaustive secondary research has been conducted using internal and external sources to obtain qualitative and quantitative information related to the market. Also, multiple primary interviews have been conducted with industry participants to validate the data and gain more analytical insights into the topic. The participants of this process include industry experts such as VPs, business development managers, market intelligence managers, and national sales managers-along with external consultants such as valuation experts, research analysts, and key opinion leaders-specializing in the iron casting market.

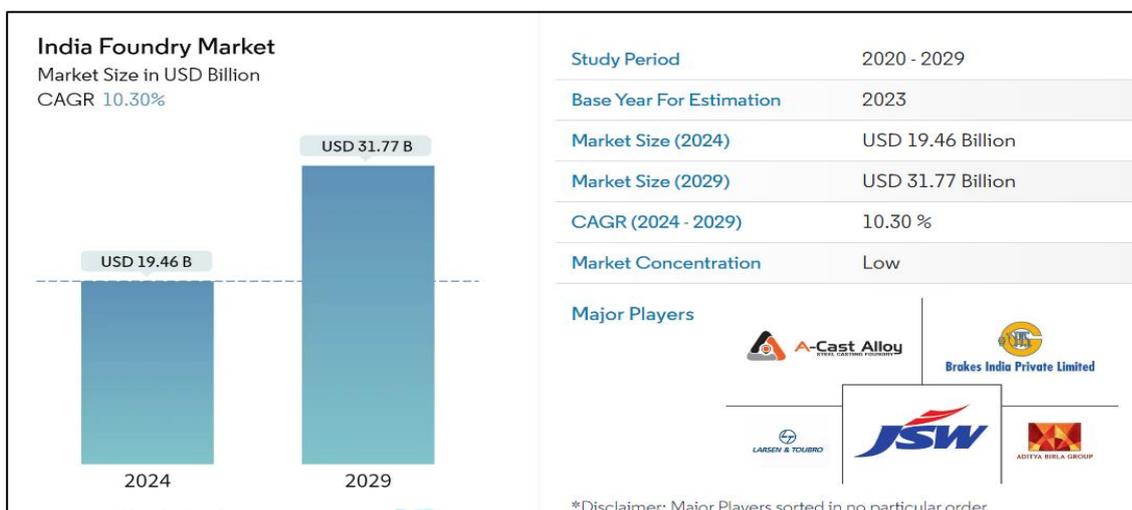
(Source: <https://www.giiresearch.com/report/tip1535269-iron-casting-market-size-forecast-global-regional.html>)

India Foundry market/ Indian Ferrous Casting Market

The India Foundry Market size is estimated at USD 19.46 billion in 2024, and is expected to reach USD 31.77 billion by 2029, growing at a CAGR of 10.30% during the forecast period (2024-2029).

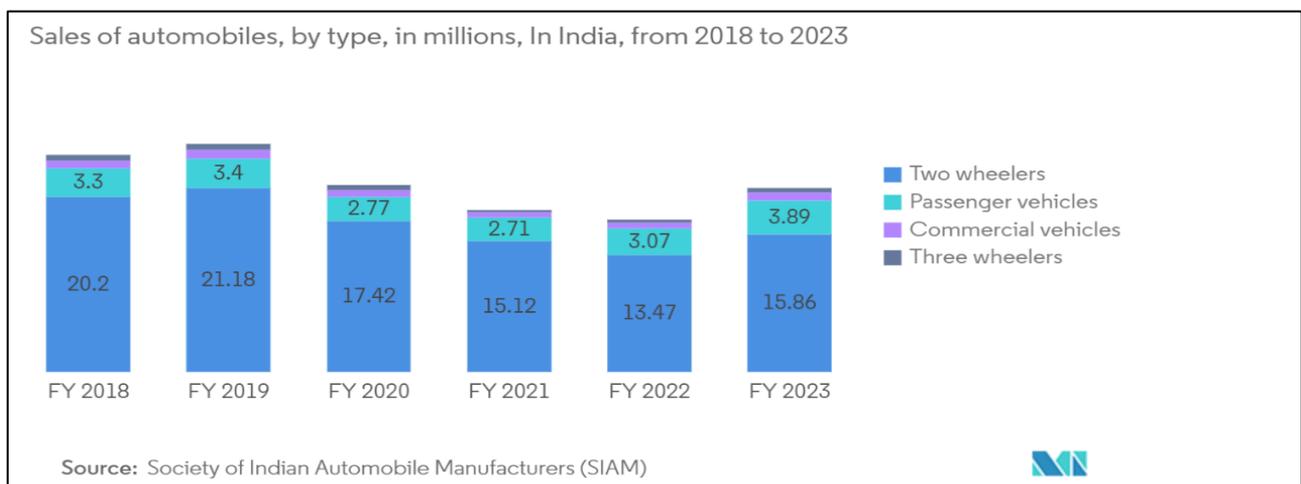
During the COVID-19 pandemic in December 2020, more than 400 small foundries in Coimbatore shut their doors due to rising raw material prices. The shutdown affected lakhs of employees working in and with the foundries, as well as in other industries such as pumps, textile machines, automobiles, and other engineering sectors. Moreover, in March 2022, several foundry units in Kolhapur were temporarily closed and declared three to four days of holiday for their employees due to a sharp increase in raw material prices caused by the Russia-Ukraine war.

- The major foundry clusters in India are located in Batala, Jalandhar, Ludhiana, Agra, Pune, Kolhapur, Sholapur, Rajkot, Mumbai, Ahmedabad, Belgaum, Coimbatore, Chennai, Hyderabad, Howrah, Kolkata, Indore, Faridabad, and Gurgaon. Typically, each foundry cluster is known for catering to some specific end-use markets. For example, the Coimbatore cluster is famous for pump-set castings, the Kolhapur and Belgaum clusters for automotive castings, the Rajkot cluster for diesel engine castings, and the Howrah cluster for sanitary castings. The IIF estimates suggest that there are over 7,000 foundry units in the country, with about 3,000 located in Gujarat. The sector provides direct employment to about five lakh people and indirect employment to 15 lakh people.
- Moreover, the focus on technology upgrades notably drives the growth of the Indian foundry market. For instance, in India, many foundries use cupolas using LAM Coke. However, these are gradually shifting to Induction Melting. There is growing awareness about the environment, and many foundries are switching over to induction furnaces, while some units in Agra are changing over to cokeless cupolas. However, the major challenges faced in India include a lack of skilled manpower, adequate power supply at competitive rates, availability due to mining and environmental issues, and the short-term slowdown in demand, which may hinder medium and longer-term investments.



Growing Automobile Sector is Driving the Foundry Market in India

- The Indian foundry market is primarily driven by rapid industrialization and urbanization, which have increased the utilization of the metal casting process across the country. The surge in automobile manufacturing is also a significant factor boosting market growth.
- India stood as one of the world's leading countries in vehicle production. In the financial year 2023, the total vehicle production in India reached around 25.93 million units, marking an increase from the previous year, as reported by the Society of Indian Automobile Manufacturers (SIAM). In 2020, the production value experienced a contraction primarily due to the introduction of the new Bharat Stage VI (BS-VI) emissions standards on April 1, 2020, and an overall scaled-down production due to the lower stock of the old BS-IV vehicles. The coronavirus pandemic in India further exacerbated the subsequent decline in production.
- According to the Society of Indian Automobile Manufacturers (SIAM), in 2022, India produced approximately 22.93 million vehicles, encompassing commercial vehicles, passenger cars, tricycles, and two-wheelers. The automotive industry experienced a 13.63% growth in sales in 2022 compared to 2021. Specifically, motorcycle sales increased by 4.7% in 2022 over the previous year, according to SIAM.
- Another significant driver for the Indian foundry market's growth is the increasing government expenditure on infrastructure expansion, stimulating demand for various machinery and equipment such as pumps, cranes, fans, motors, and conveyor belts. This surge in demand, in turn, amplifies the need for metal castings.
- Consequently, there is an escalated demand for auto parts necessary for automobile manufacturing. To address this growing demand for metal castings in India, foundries are investing in new technology and equipment. The anticipated benefits from these investments include lower power consumption, improved production efficiency, higher utilization rates, and increased profit margins for Indian foundries. Therefore, the burgeoning automobile industry is expected to drive the growth of the Indian foundry market during the forecast period.



Increasing Government Support for the Indian Foundry market

- The Indian Foundry Industry data indicates approximately 500,000 direct and 15,00,00 indirect employees, making it a significant source of employment, primarily for socially and economically disadvantaged sections. Forecasts suggest the potential creation of an additional 2 million jobs over the next decade due to the industry's labor-intensive nature.
- According to the 56th World Casting Census by Modern Castings USA (January 2023), China, India, and the US lead global casting production, with production ramping up after a COVID-induced two-year hiatus. China

reported 54.05 million tonnes of casting, followed by India as the world's second-largest producer, with 12.49 million tonnes.

- India's foundries are actively upgrading their facilities and technologies to enhance productivity and expand capacity, responding to escalating demand. A majority of these foundries fall under the MSME sector, which has demonstrated consistent growth. The Ministry of Micro, Small and Medium Enterprises (India) and the India Brand Equity Foundation reported nearly 13.8 million micro-enterprises, constituting 96 percent of the MSME sector. Small and medium enterprises accounted for three and 0.28 percent, respectively, totaling more than 14 million registered MSMEs.

India Foundry Industry Segmentation

A foundry is a factory where castings are produced by melting the metal, pouring the liquid into a mold, and allowing it to cool and solidify into the desired shape. Foundries are one of the most significant contributors to the manufacturing recycling movement, melting and recasting millions of tons of scrap metal every year to create new, durable products. Moreover, many foundries use sand in their molding process. These foundries often use, recondition, and reuse sand, which is another form of recycling.

By End-user	Automotive Electrical and Construction Industrial Machinery Other End-Users
By Type	Gray Iron Casting Non-ferrous Casting Ductile Iron Casting Steel Casting Malleable Casting

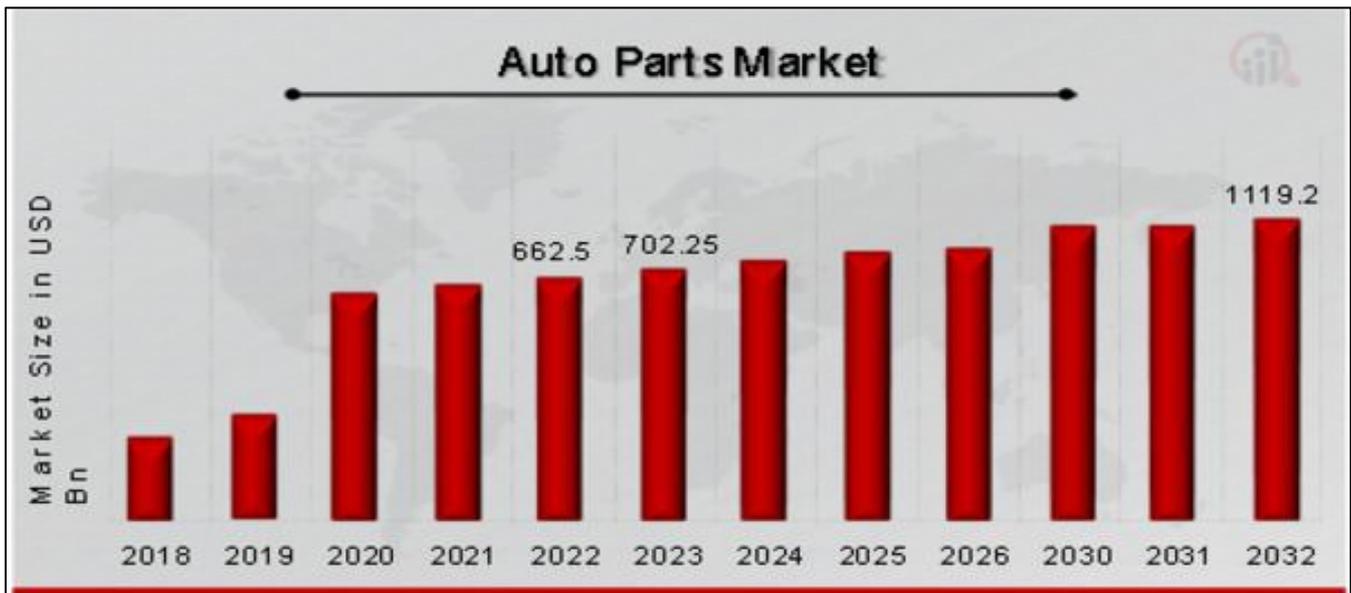
(Source: <https://www.mordorintelligence.com/industry-reports/india-foundry-market>).

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GLOBAL AUTOMOTIVE COMPONENTS INDUSTRY

Auto Parts Market Overview:

Global Auto Parts Market Size was valued at USD 662.5 Billion in 2022. The Auto Parts Market industry is projected to grow from USD 702.25 Billion in 2023 to USD 1119.2 Billion by 2032, exhibiting a compound annual growth rate (CAGR) of 6.00% during the forecast period (2023 - 2032). Governments worldwide have implemented stringent regulations on vehicle emissions, compelling manufacturers to produce environmentally sustainable and highly efficient automobile products for both domestic and international markets. This regulatory environment is expected to drive increased demand within the market. The automotive industry has witnessed significant developments in recent years, with emerging markets such as China, India, and Brazil expected to be significant market drivers for the Advance Auto Parts.



Advance Auto Parts Market Trends

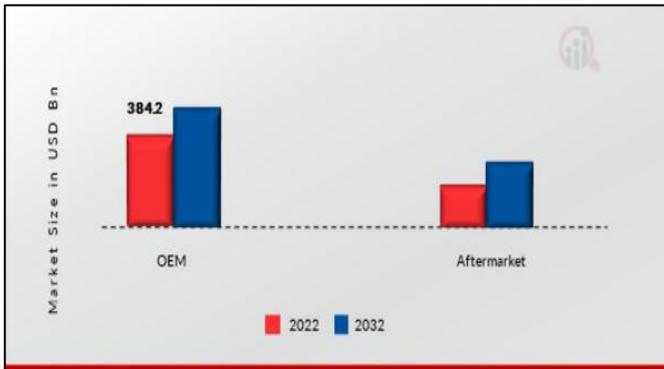
Growing popularity of electric vehicles and the emergence of 3D printing in the automotive industry are driving market growth. Market CAGR for auto parts is being driven by the growing popularity of electric vehicles and the emergence of 3D printing in the automotive industry. The surging popularity of electric vehicles has led to an increased demand for specialized auto parts tailored for EVs, including electric drivetrains, batteries, and charging infrastructure. The global electric car stock reached 10 million units in 2020, experiencing a notable 43% growth from the previous year, with battery electric vehicles (BEVs) dominating new registrations and overall stock. China holds the largest electric car fleet with 4.5 million units, while Europe witnessed the largest annual increase, reaching 3.2 million units in 2020. The global shift toward electrification, coupled with advancements in autonomous vehicle technology, has intensified the demand for components like sensors, radar systems, and LIDAR technology.

The integration of cutting-edge technology in the auto parts market is a key driver of its growth. Ongoing technological innovations, particularly in braking components and headlamps, propel the global Car Spare Parts market forward. High-performance braking systems now incorporate electronic features such as regenerative braking, brake-by-wire, and advanced control systems. Furthermore, the adoption of 3D printing technology is revolutionizing auto part production, allowing for the fabrication of intricate components and a variety of additive-manufactured parts. As a result, it is anticipated that throughout the projection period, demand for the Auto Parts Market will increase due to the growing popularity of electric vehicles and the emergence of 3D printing in the automotive industry. Thus, driving the Auto Parts Market revenue.

Auto Parts Market Segment Insights:

Automotive Parts Market End-User Insights

The global Auto Parts Market segmentation, based on End- User includes OEM and aftermarket. The OEM segment dominated the market, accounting for 58% of market revenue (384.2 Billion).



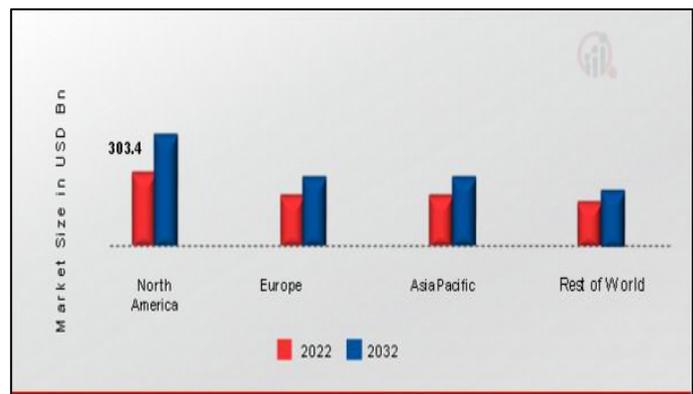
OEM parts are meticulously crafted by a specific manufacturer to precisely match the specifications of a vehicle, ensuring a seamless fit into designated spaces. This meticulous alignment makes OEM parts the preferred choice for automobile manufacturers worldwide. Buyers opt for OEM parts due to their identical composition to the components originally installed during the manufacturing process, ensuring consistency and quality in the replacement or maintenance of vehicles.

Auto Parts Market Distribution Channel Insights

The global Auto Parts Market segmentation, based on Distribution Channels includes offline and online. The offline segment dominated the market, accounting for 58% of market revenue (384.2 Billion). Brick-and-mortar stores provide hands-on experiences, contributing to advancements in the industry. Nevertheless, the offline sector faces a potential decline amid the ascent of e-commerce. Key automotive markets such as the US, Canada, UK, Germany, and China house numerous auto part stores, garages, and dealerships. Franchise repair enterprises are gaining momentum, driven by profitability considerations. Consumers continue to make offline purchases for components such as vehicle lighting, brakes, and filters. Leading industry players like Toyota and Bosch are expanding their presence to encompass online channels while maintaining their offline footprint. Consumers exhibit a preference for physical stores for intricate installations, particularly as vehicles and components become more sophisticated.

Auto Parts Market Regional Insights

The anticipated expansion of the Car Spare market in North America can be attributed to several key factors. The ongoing expansion and renewal of the vehicle fleet in North America are key drivers of heightened demand for auto parts. Notably, the United States recorded a total of 282 million registered vehicles in 2021, encompassing various categories such as passenger cars, motorcycles, trucks, buses, and other vehicles. Specifically, the sales of light trucks in the U.S. reached 11.6 million units in 2021. This continuous cycle of consumers acquiring new vehicles or enhancing existing ones directly contributes to an increased requirement for replacement and aftermarket auto parts.



Europe Auto Parts Market accounts for the second-largest market share as the consistent increase in vehicle ownership across European nations is a driving force behind the escalating demand for auto parts. Notably, in 2020, the EU passenger car fleet expanded by 1.2% in comparison to the previous year, reaching a total of 246.3 million cars on the road. Notable growth was observed in Romania (+5.4%) and Slovakia (+5.1%), while the French car fleet experienced a slight contraction (-0.3%). Within the European Union, a fleet of 684,285 buses is operational, with nearly half concentrated in three prominent countries: Poland (124,526), Italy (99,883), and France (93,506). The continual ownership and maintenance of vehicles by consumers underscore a persistent

demand for replacement parts, maintenance components, and aftermarket accessories within the auto parts market. Further, the German Auto Parts Market held the largest market share, and the UK automobile spare parts Market was the fastest-growing market in the European region

The Asia-Pacific automobile spare parts Market is expected to grow at the fastest CAGR from 2023 to 2032. The automotive industry in the Asia-Pacific region is experiencing a noteworthy increase in overall vehicle penetration. In India, the sector demonstrated robust production, manufacturing a total of 22.93 million vehicles, encompassing Passenger Vehicles, Commercial Vehicles, Three-wheelers, Two-wheelers, and Quadricycles, from April 2021 to March 2022. Additionally, there was a substantial growth in the export of automobiles, rising from 4,134,047 in 2020-21 to 5,617,246 in 2021-22, indicating a significant positive growth of 35.9%. This expansion extends beyond passenger cars to include commercial vehicles, contributing to a heightened vehicle population and subsequently driving demand for replacement parts and maintenance components within the market. Moreover, China's automobile spare parts Market held the largest market share, and the Indian Auto Parts Market was the fastest-growing market in the Asia-Pacific region.

Auto Parts Market Key Market Players & Competitive Insights

Leading market players are investing heavily in research and development to expand their product lines, which will help the Advance Auto Parts market, grow even more. Market participants are also undertaking a variety of strategic activities to expand their global footprint, with important market developments including new product launches, contractual agreements, mergers and acquisitions, higher investments, and collaboration with other organizations. To expand and survive in a more competitive and rising market climate, the Auto Parts industry must offer cost-effective items.

Manufacturing locally to minimize operational costs is one of the key business tactics used by manufacturers in the global Auto Parts industry to benefit clients and increase the market sector. In recent years, the Auto Parts industry has offered some of the most significant advantages to the automotive sector, contributing to enhanced vehicle performance, maintenance efficiency, and overall industry innovation.

(Source: <https://www.marketresearchfuture.com/reports/auto-parts-market-11564>)

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INDIAN AUTOMOTIVE COMPONENTS INDUSTRY

Introduction

India has become the fastest-growing economy in the world in recent years. This fast growth, coupled with rising incomes, a boost in infrastructure spending and increased manufacturing incentives, has accelerated the automobile industry. The two-wheeler segment dominated the automobile industry because of the Indian middle class.

Significant demand for automobiles also led to the emergence of more original equipment and auto components manufacturers. As a result, India developed expertise in automobiles and auto components, which helped boost international demand for Indian automobiles and auto components. Hence, the Indian automobile industry has a considerable impact on the auto component industry.

India's auto component industry is an important sector driving macroeconomic growth and employment. The industry comprises players of all sizes, from large corporations to micro entities, spread across clusters throughout the country. The auto components industry accounted for 2.3% of India's GDP and provided direct employment to more than 1.5 million people. By 2026, the automobile component sector will contribute 5-7% of India's GDP. The Automotive Mission Plan (2016-26) projects to provide direct incremental employment to 3.2 million by 2026.

The industry is a leader in exports and provides jobs to over 3.7 crore people. From FY16-FY22, the industry registered a CAGR of 6.35% and was valued at US\$ 56.50 billion in FY22. In 2023-24 (April-September), the export value of auto components/parts was estimated at US\$ 10.4 billion. North America, which accounts for 33% of total exports, increased by 2%, while Europe and Asia, which account for 33% and 24% of total exports, increased by 12% and declined by 4%, respectively. The key export items included drive transmission and steering, engine components, body/chassis, suspension and braking etc. Due to the high development prospects in all vehicle industry segments, the auto component sector is expected to see double-digit growth in FY22. The industry is expected to stand at US\$ 200 billion by FY26.

Market Size

India's auto components industry's market share has significantly expanded, led by increasing demand for automobiles by the growing middle class and exports globally. Due to the growth in demand for Indian auto components, several Indian and international players have entered the industry. India's auto component industry is broadly classified into organised and unorganised sectors. While the unorganised sector consists of low-valued items and mostly serves the aftermarket category, the organised sector serves OEMs and includes high-value precision instruments.

The automobile component industry turnover stood at Rs. 2.9 lakh crore (US\$ 36.1 billion) in H1 2023-24 the industry had revenue growth of 12.6% as compared to H1 2022-23. Domestic OEM supplies contributed ~66% to the industry's turnover, followed by domestic aftermarket (~12%) and exports (~22.3%), in FY23. The component sales to OEMs in the domestic market grew by 13.9% to US\$ 30.57 billion (Rs. 2.54 lakh crore). In H1 2023-24, exports of auto components grew by 2.7% to Rs. 85,870 crore (US\$ 10.4 billion). The aftermarket for auto components grew by 7.5% in H1 2023-24 reaching Rs. 45,158 crore (US\$ 5.5 billion).

As per the Automobile Component Manufacturers Association (ACMA) forecast, auto component exports from India are expected to reach US\$ 30 billion by 2026. The auto component industry is projected to record US\$ 200 billion in revenue by 2026.

In fiscal year 2023-24 (April-January), the total number of automobiles sold was 19.72 million units. In (April-January) 2023-24, the total production of passenger vehicles, commercial vehicles, three-wheelers, two-wheelers, and quadricycles was 23.36 million units.

INVESTMENTS

The Indian automobile sector recorded an inflow of huge investments from domestic and foreign manufacturers. FDI inflow in the sector stood at US\$ 35.65 billion between April 2000-December 2023 which is around 5.35% of the total FDI inflows in India during the same period. Some of the recent investments made/planned for the auto component sector are as follows:

- In October 2023, Tata Motors signed a definitive agreement to acquire a 27% stake in Freight Tiger, a software-as-a-service (SaaS) company, for Rs. 150 crore (US\$ 17.99 million).
- Auto components maker Happy Forgings launched IPO on December 19th, 2023. It comprises a fresh equity issue of Rs. 400 crore (US\$ 47.99 million) and an offer for sale (OFS) of 71.59 lakh shares.
- In August 2023, Bosch earmarks US\$ 58.11 million (Rs. 480 crore) for R&D and an additional capex of US\$ 58.11 million (Rs. 480 crore).
- In June 2023, Tata Motors will invest US\$ 2 billion towards developing new products and platforms over the next four years.
- In May 2023, Apollo tyres would be making an investment around US\$ 133.17 million (Rs. 1,100 crore) in the FY24.
- In May 2023, Gabriel India inks a pact with Inalfa, to invest US\$ 20.58 million (Rs. 170 crore) to set up a new manufacturing facility. Inalfa Gabriel Sunroof Systems (IGSS), in Chennai which will become operational in the first quarter of 2024.
- In May 2023, With Tesla proposing a manufacturing plant in India, the government plans to come out with a modified production-linked incentive scheme (PLI 2.0) for electric vehicles and advanced chemistry cell batteries to invite fresh investments.
- In May 2023, Bridgestone looks to expand its retail footprint in India by 20-25%.
- In May 2023, Tata Technologies on Monday announced a partnership with TiHAN IIT Hyderabad, to collaborate in the areas of Software Defined Vehicles (SDV) and Advanced Driver Assistance Systems (ADAS) that incorporate the latest technologies.
- In April 2023, GreenCell Mobility invested US\$ 181.59 million (Rs. 1,500 crore) to double EV buses supply in India.
- By 2030, Chinese EV manufacturer BYD hopes to control 40% of the Indian EV market. It already has a manufacturing setup in India, and the current plant's capacity may be increased by another 10,000–15000 units.
- In 2022-23, Tamil Nadu attracted investment proposals worth US\$ 2.20 billion (Rs. 18,063 crore) Tamil Nadu is capitalizing on its previous automotive expertise to enter the EV industry.
- In February 2023, Bridgestone India, a global leader in tyres and sustainable mobility solutions, announced that it would be investing over US\$ 73.39 million (Rs. 600 crore) to meet the increasing demand for quality passenger tyres in the country.

Government Initiatives

The Bharat New Car Assessment Program (BNCAP) will not only strengthen the value chain of the auto component sector, but it will also drive the manufacturing of cutting-edge components, encourage innovation, and foster global excellence.

The Government of India's Automotive Mission Plan (AMP) 2006-26 has been instrumental in ensuring growth for the sector. The Indian automobile industry is expected to achieve a turnover of US\$ 300 billion by 2026 by expanding at a CAGR of 15% from its current revenue of US\$ 74 billion.

In November 2020, the Union Cabinet approved a PLI scheme in automobile and auto components with an approved financial outlay over a five-year period of Rs. 57,042 crore (US\$ 8.1 billion). In September 2021, the Indian government issued notification regarding a PLI scheme for automobile and auto components worth Rs. 25,938 crore

(US\$ 3.49 billion). In February 2022, the government received an investment proposal worth Rs. 45,016 crore (US\$ 6.04 billion) from 20 automotive companies under the PLI Auto scheme. This scheme is expected to create an incremental output of Rs. 2,31,500 crore (US\$ 31.08 billion).

Road Ahead

The rapidly globalising world is creating newer opportunities for the transportation industry, especially while shifting towards electric, electronic and hybrid cars, which are deemed more efficient, safe and reliable modes of transportation. Over the next decade, this will lead to newer verticals and opportunities for auto component manufacturers. To help them adjust to the shifting dynamics of the sector, the Indian government has already offered various production incentives. India is also investing heavily in electric car infrastructure.

Manufacturers in this industry are focusing on developing sustainable solutions, lightweight materials, and efficient production processes to meet the evolving needs of the automotive sector. Additionally, there is a growing emphasis on digitalization and data analytics to optimize operations and enhance product performance.

As the automotive industry continues to evolve, the auto components sector will play a crucial role in shaping the future of mobility. Collaboration with automakers, investment in research and development, and adaptation to changing regulations will be key factors for success in this dynamic and competitive market.

According to ICRA, the domestic passenger vehicle (PV) market is expected to expand by six to nine percent in the current fiscal year compared to the previous year. In concrete numbers, the PV sector is projected to achieve sales of 4.2 million units in the ongoing financial year. The Indian government is exempting imports of capital goods and machinery essential to produce lithium-ion cells used in EV batteries from customs duty. This, coupled with the shift in global supply chains, will help the Indian global automotive component trade to expand 4-5% yearly to US\$ 80 billion by 2026. Moreover, the Indian auto component industry is the third largest in the world.

(Source: <https://www.ibef.org/industry/autocomponents-india>)

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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. Before deciding to invest in Equity Shares, Shareholders should read this entire Draft Red Herring Prospectus. An investment in Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, you should read “Risk Factors” on page 27 for a discussion of the risks and uncertainties related to those statements, as well as “Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 208 and 210 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. Unless otherwise stated, the financial information used in this section is derived from our Restated Financial Statements.

OUR COMPANY OVERVIEW

Our Company was originally formed as a Partnership Firm under the Partnership Act, 1932 (“Partnership Act”) in the name and style of “Kashi Enterprises” pursuant to Deed of Partnership dated August 20, 2005. Further, “Kashi Enterprises” was thereafter converted from Partnership Firm to a Private Limited Company under Part I chapter XXI of the Companies Act, 2013 with the name and style of “KVS Castings Private Limited” and received a Certificate of Incorporation bearing CIN U27100UR2019PTC012217 from the Registrar of Companies, Delhi dated June 10, 2019.

Subsequently, pursuant to a special resolution passed by the Shareholders at their Extra Ordinary General Meeting held on July 02, 2024, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “KVS Castings Limited” and a Fresh Certificate of Incorporation pursuant to Conversion was issued on September 09, 2024, by the Registrar of Companies, Central Processing Center.

As on the date of this Draft Red Herring Prospectus, the Corporate Identity Number of our Company is U27100UR2019PLC012217.

BUSINESS OVERVIEW

As the Foundry Division of the KVS Premier Group, Our Company specializes in quality ferrous castings. Our Company is involved in the manufacturing and production of Cast Iron and Ductile Iron castings. We deliver comprehensive casting solutions tailored to meet our customers' needs. From cast iron to stainless steel, we offer a total casting solution under one roof, with a portfolio of more than 150 products, including Suspension Brackets, Brake Drums, Gear Box Housing, Pump Body, Oil Filters and more.

We ensure maintaining the required quality standards, we are accredited with certifications in IATF 16949:2016, ISO 9001:2015 and Certified by the RDSO (Research and development organization under the Ministry of Railways in India).

We are the castings supplier for various industries, including:

- Automobile including passenger and commercial vehicles
- Railway
- Heavy Machinery and Equipment
- Energy and Power Generation
- Infrastructure and Construction
- Agricultural Machinery includes Tractor

OUR COMPANY MISSION AND VISION

VISION:
To be the most admired *Green Sand-Casting Company delivering superior value to investors, customers, communities and employees through innovation and leadership in operational excellence.
MISSION:
We shall collaboratively provide superior castings which enhance the performance of application, applying innovative and sustainable processes in an enabling work environment.

**Green Sand Casting is a metal casting process that uses "green sand" as the mold material.*

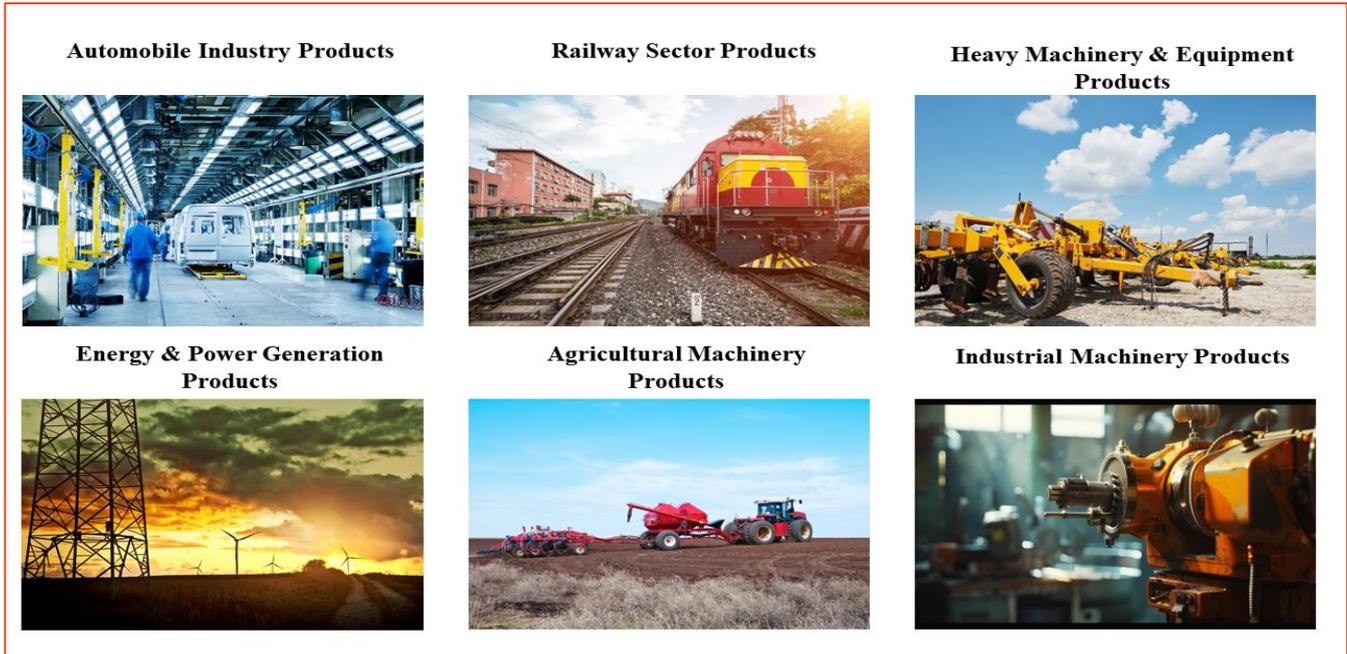
OUR JOURNEY

Year	Achievements
2007	Company has started with Hand Molding Facilities
	Main Customer were Sugar Industries & Cement Industries
2008	Started manufacturing manganese steel casting manufacturing
	Installed heat treatment furnace with water quenching facility
2009	Started supply for Sponge Iron Plants
	Company have certified for ISO 9001:2008
2010	Successfully installed Sand Plant and Machine Molding
	Business awarded from M/S Advik Hitech Pvt. Ltd
2012	In-house machining setup established
	Company have certified in RDSO Class 'A' Foundry
2014	Company have certified for ISO 16949:2009
2020*	Pursuant to the NCLT order dated June 15, 2020, M/s Kamlapati Infrastructure Limited, M/s Sidhivinayak Horticulture Limited, M/s Sharma Investments Limited and M/s Tomar Investments Limited has been merged into our Company
2021	Business awarded from M/S Escorts Railway Equipment Division
2023	Business awarded from M/S JBM EV projects
	Successfully supplying Assembly parts to JBM (For EV)
2024	HMC (Horizontal milling machine) installed for the Steering housing machining (For Commercial Vehicles)

**For further details regarding the Amalgamation, see "Capital Structure" on page 61 of this Draft Red Herring Prospectus.*

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OUR PRODUCT PORTFOLIO

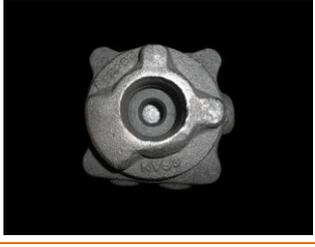


Automobile Industry Products

We specialize in precision-engineered castings for engine components, transmission systems, chassis parts, and more. Our castings adhere to the rigorous standards of the automotive industry, guaranteeing optimal performance and durability. This includes Two wheelers, Passenger Cars, Medium and Heavy Vehicles and Electric Buses. Some of products falls under this category are as follows:

Product Name	Product Photo	Product Description
Two-Wheeler		
Gear Shifter		Gear Transmission part of Two-wheeler
Passenger Car		
Compressor Front Housing		Cover Housing for Passenger Car Air Conditioning System

Leaver Shift		Gear Shifting lever of Passenger Car for Gear Transmission System
Oil Filter		Assembly part of Oil filtration system for passenger car
Medium and Heavy Commercial vehicles		
Ace Brake Drum		Rear Brake Drum of Light Commercial Vehicle Braking System
Alternator Bracket		Mounting Bracket for Commercial Vehicle Air Conditioning System
Axle Mounting Bracket		Axle mounting Bracket of Long Commercial Vehicle
Brake Drum		Rear Brake Drum of Medium Commercial Vehicle Braking System
Engine Mounting Arm Bracket		Mounting Bracket of Commercial Vehicle for Engine Mounting

Front Hub		Hub for Front Hub Assembly of Commercial Vehicle supports for ABS and the traction control system (TCS)
PTO Adaptor		Adaptor of Power take-offs (PTOs) Gearboxes for Commercial vehicle
PTO Husing		Housing of Power take-offs (PTOs) Gearboxes for Commercial vehicle
Steering Housing		Housing of Steering System for Commercial Vehicle
Steering Valve Housing		Valve Housing of Steering System for Commercial Vehicle
Torque Rod Bracket		Axle mounting Bracket of Long Commercial Vehicle
Water Pump Body		Water Pump Body housing for Commercial Vehicle Engine Cooling System

Electric Bus

Casted Plate		Mounting Plate of Electric Bus for Chassis Support
Suspension Bracket		Suspension Bracket of Electric Bus for Chassis Support

Railway Sector Products

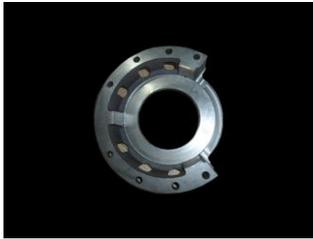
Our castings are essential in the railway sector, where safety and reliability are of utmost importance. We provide castings for vital railway components, including brake systems, bogie frames, and couplers, ensuring they meet the stringent standards set by railway authorities. Some of products falls under this category are as follows:

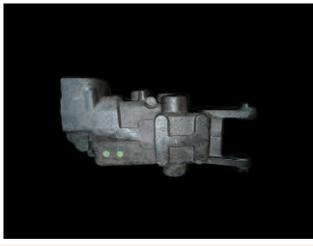
Product Name	Product Photo	Product Description
Railway Component		
Bottom Cover		Railways Air Brake System Assembly parts for Indian Railways
Check Valve		Railways Air Brake System Assembly parts for Indian Railways
Control Chamber		Railways Air Brake System Assembly parts for Indian Railways
Intermediate Flange		Railways Air Brake System Assembly parts for Indian Railways

R Charger		Railways Air Brake System Assembly parts for Indian Railways
Brake Beam		Railways Air Brake System Assembly parts for Indian Railways
Buffer Casing		Casing of Shock-Absorbing system between two bogies for Indian Railways
Buffer Plunger		Plunger of Shock-Absorbing system between two bogies for Indian Railways

Agricultural/ Farm Machinery Products

We provide agricultural machinery manufacturers with castings for tractor parts, plows, cultivators, and harvesting equipment. Our castings are engineered to improve the efficiency and productivity of agricultural operations. Some of products falls under this category are as follows:

Product Name	Product Photo	Product Description
Tractor Commodity		
Brake Housing		Used as an assembly part in the braking system of tractors.
Manifold		Is an assembly part used in exhaust system of Engine of Tractors.

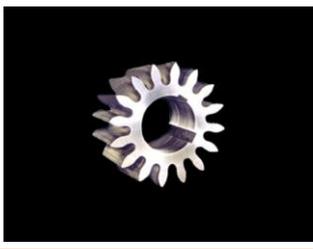
PTO Housing		It is a part of Power Take-Off (PTO) mechanism which is an attachment that connects to a vehicle, like a tractor and provides a power source for external accessories like wood chippers / agriculture equipment.
Retainer Transmission Output Shaft Bearing		This is a Housing of Bearing of Transmission connected to clutch
Water Pump Body		Part used in cooling system of Engines of Tractors
Water Pump Pulley Flange		Part used in cooling system of Engines of Tractors
Water Pump Pulley		Part used in cooling system of Engines of Tractors

Other Machineries such as Heavy Engineering, Sugar Industry, Energy and Power Generation

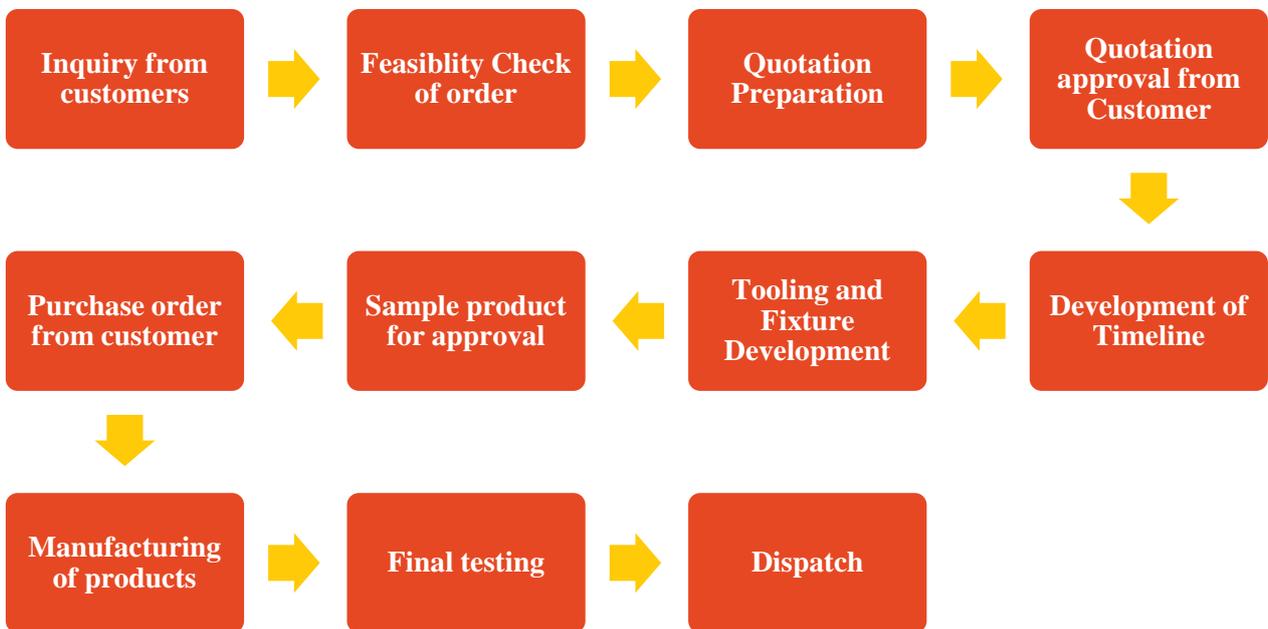
Our castings support manufacturers of heavy machinery and equipment in industries such as construction, mining, rolling mills. We deliver robust and durable castings for gearbox housings, hydraulic pump components, and other critical parts, ensuring reliability and performance.

Further, we also supply castings for turbines, generators, and other components used in power plants and renewable energy projects. Our castings are engineered to endure the demanding conditions of power generation environments, ensuring reliable performance and longevity. Some of products falls under this category are as follows:

Product Name	Product Photo	Product Description
Sugar Industry		

Crown Pinion		Casting for gear Box used in heavy Industries/Sugar Industries
Gear		Casting for gear Box used in heavy Industries/Sugar Industries
Energy and Power Generation		
Insulator Cap		Casting used as an assembly part in the production of 11 KV and 33 KV insulators for power transmission.

BUSINESS PROCESS



1. Inquiry from Customers

Receive inquiries from customers outlining product requirements as, specifications, and project timelines. This is the starting point for understanding customer needs and expectations.

2. Feasibility Check (Commercial & Technical)

The Development department reviews the customer’s requirements to assess whether the product can be

manufactured both technically (design, material, process compatibility) and commercially (costs, lead times, profitability).

3. Quotation Preparation

Based on the feasibility study, prepare a formal quotation. This includes costs for materials, tooling, development, production, and any other associated fees, ensuring all aspects of the project are covered.

4. Approval of Quotation

Once the quotation is sent to the customer, we wait for their approval. This step ensures that both parties agree on pricing, terms, and conditions before moving forward with development.

5. Development of Advanced Product Quality Planning (APQP) timeline

Develop an Advanced Product Quality Planning (APQP) timeline that outlines the stages of product development, quality control measures, and approval procedures. Share it with the customer for their approval to align on development milestones.

6. Tooling and Fixture Development

Design and manufacture the necessary tooling, patterns, and fixtures required to produce the casting. These are created based on the approved customer specifications and are critical to ensuring accurate production.

7. Sample Product for Approval

Produce a sample or prototype of the casting using the machineries and tools. This sample is then shared with the customer for inspection and approval before proceeding to mass production.

8. Purchase Order from Customers

Once the customer approves the sample, they issue a purchase order for the regular production of the casting. This formalizes the agreement and initiates the mass production process.

9. Manufacturing of Products

After getting an order from the customer, our company manufactures the products as per the purchase order. The detailed process of manufacturing our products has been defined below.

10. Final testing of finished product

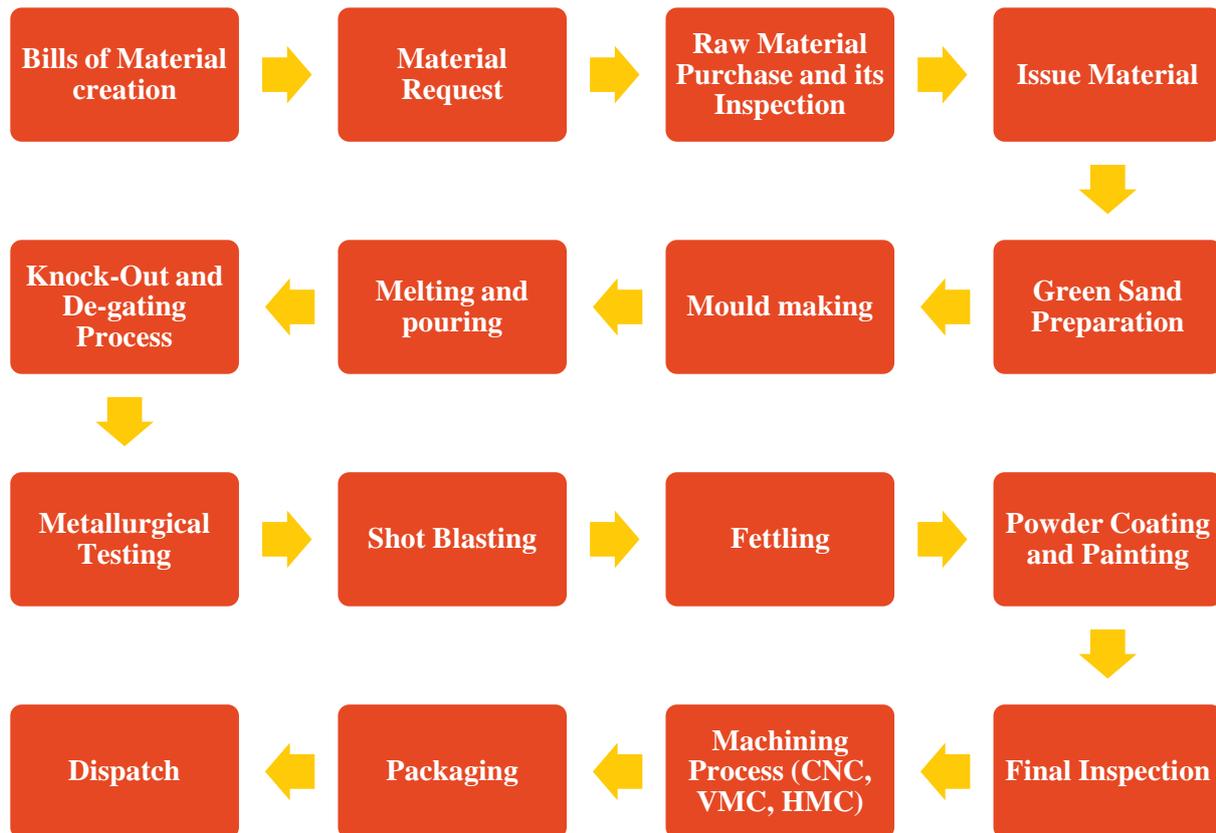
Before dispatching, the castings go through a thorough final inspection. Dimensional checks, visual inspections, and quality testing ensure the product meets customer specifications and industry standards.

11. Dispatch

After packing, the castings are dispatched to the customer. Shipping and logistics ensure that the products reach their destination safely and within the agreed timeline.

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MANUFACTURING PROCESS



The brief of the manufacturing process are as follows:

1. Bill of Materials (BOM) Creation

A Bill of Materials (BOM) is created for mass production, listing all raw materials, components, and quantities required. This is shared with the production department to ensure the necessary materials are available.

2. Material Request

The production department requests the required raw materials from the purchasing department, ensuring that the necessary resources are available for casting production.

3. Raw Material Purchase and its Inspection

Upon receiving the raw materials, the Quality Control team inspects them to ensure they meet the required standards and specifications before they are used in production.

4. Issue Material to Relevant Departments (Core Shop, Moulding Shop)

Raw materials, such as sand, binders, and metal alloys, are issued to the Core Shop and Moulding Shop to begin the casting process. Each department prepares its specific materials according to the production requirements.

5. Green Sand Preparation

The moulding sand is mixed with water and clay to create "green sand." This sand is used to form the moulds into which the molten metal will be poured. The preparation ensures the right consistency and strength for creating durable moulds.

6. Mould Making and Closing

Moulds are formed by packing the green sand around a pattern that represents the desired shape of the casting. Once the mould is shaped, it is closed and prepared for the pouring of molten metal. Core placement happens here if required.

7. Melting and Pouring

The metal, typically iron or steel for ferrous casting, is melted in a furnace at high temperatures. Once molten, the metal is carefully poured into the prepared moulds. This step requires precision to ensure the proper filling of the mould cavities.

8. Knock-Out and De-gating Process

After the metal has solidified and cooled, the mould is broken (knock-out) to retrieve the casting. The casting is then *de-gated, where the excess metal (such as runners and risers) is removed from the main casting.

**De-gating involves cutting or trimming this excess material from the finished part.*

9. Metallurgical Testing

Samples from the castings undergo metallurgical testing to verify that the material meets the required specifications, including chemical composition, hardness, and strength. This ensures the casting meets customer and quality standards before final processing.

10. Shot Blasting

Castings are subjected to shot blasting to clean off any remaining sand, scale, or other surface impurities. This process helps to smooth and prepare the casting for further operations or finishing.

11. Fettling

The castings undergo fettling, where excess material, such as sprues, runners, and sharp edges, are removed. This can involve grinding, cutting, or other methods to clean and refine the casting's surface.

12. Powder Coating and Painting (Wherever Required)

If specified, castings are powder coated or painted to enhance corrosion resistance, appearance, or other surface properties. This step is typically applied based on customer requirements for final product appearance and durability.

13. Machining Process (CNC, VMC, HMC), If Required

If precision machining is needed, the castings are processed using CNC (Computer Numerical Control), VMC (Vertical Machining Center), or HMC (Horizontal Machining Center) machines. This step is essential for achieving tight tolerances and critical dimensions on the casting.

14. Final Inspection

Before shipment, the castings go through a thorough final inspection. Dimensional checks, visual inspections, and quality testing ensure the product meets customer specifications and industry standards.

15. Packing

Once the castings pass final inspection, they are carefully packed to prevent damage during transportation. Packaging may include protective layers like wrapping, boxing, or crating depending on the product size and customer requirements.

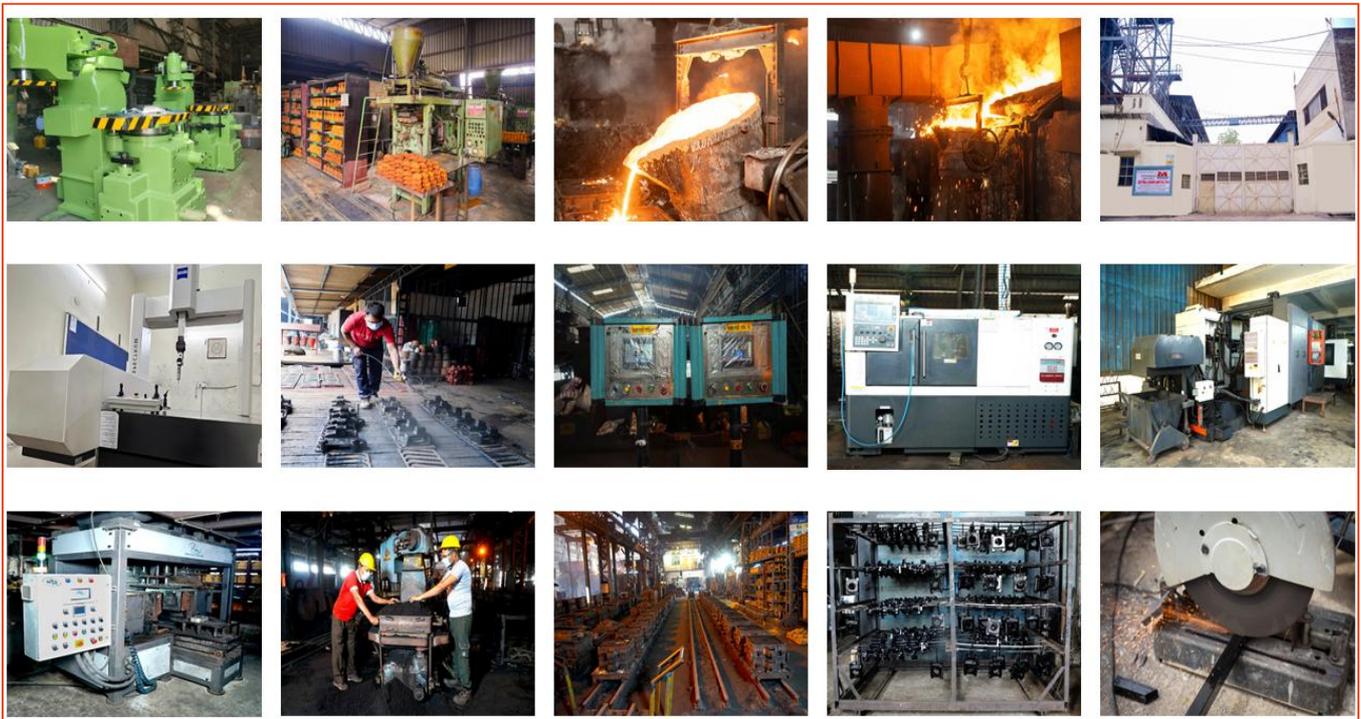
16. Dispatch

After packing, the castings are dispatched to the customer. Shipping and logistics ensure that the products reach their destination safely and within the agreed timeline.

OUR MANUFACTURING UNIT

Our manufacturing facility is equipped with advanced technology and have facilities for producing quality castings. Our comprehensive setup includes a Melting Shop, Pattern Shop, Moulding Shop, Fettling Department, Heat Treatment Facility, Machine Shop Facility, Quality Control Department, and Lab Testing Equipment.

Some of the snapshots for our manufacturing facility unit 1 are as follows:



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LAB TESTING EQUIPMENT

In order to test our products, we have installed various machineries and equipments, the details of which are as follows:

Equipment Name	Equipment Photo	Equipment Description & Usage
Spectro Analyzer		Our spectro analyser performs chemical analysis to verify metal compositions, ensuring they meet required specifications.
Microscope		We use microscopes to examine casting surfaces for defects and irregularities that may affect quality.
Universal Testing Machine (UTM)		The UTM tests mechanical properties of materials, including tensile strength, yield strength, and elongation, providing essential quality control data.
Permeability Tester		The permeability tester measures the permeability of molding sand, ensuring its suitability for the casting process and optimal mold quality.
Sand Shatter Tester		The sand shatter tester evaluates the friability of molding sand, providing insights into its durability and performance in casting.
Sieve Shaker		We use sieve shakers for particle size analysis of molding sand, ensuring consistency and uniformity for optimal casting results.
Coordinate Measuring Machine (CMM)		Our CMM performs dimensional inspections of castings to verify accuracy and conformity to design specifications.

Optical Hardness Tester	 <p>OPTICAL-HARDNESS</p>	The optical hardness tester measures material hardness using optical principles, providing valuable data on the mechanical properties of castings.
Profile Projector	 <p>PROFILE-PROJECTER</p>	Profile projectors accurately measure casting profiles and dimensions, ensuring precision and consistency in manufacturing.
GCS Machine		The GCS machine combines gas chromatography and mass spectrometry for precise separation and identification of complex compounds.
HTS Machine		This machine is used to test the hot tensile strength of resin-coated sand, which is used in the production of shell cores.
Muffle Furnace		A muffle furnace is a laboratory instrument used to heat materials to extremely high temperatures whilst isolating them from fuel and the byproducts of combustion from the heat source.
Gas Determinator		Used to measure the gaseous content present in resin-coated sand.

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OUR PLACE OF BUSINESS

Our company carryout these activities from our registered offices and Manufacturing Plant Unit-1, details of which are as following:

Facility	Address
Registered Office	B-25, 29, Industrial Estate Bazpur Road, Udham Singh Nagar, Kashipur, Uttarakhand, India, 244713
Manufacturing Plant Unit-1	B-26-28, Industrial Estate Bazpur Road, Udham Singh Nagar, Kashipur, Uttarakhand, India, 244713
Manufacturing Plant Unit-2*	Village Baghelewala, Tehsil Kashipur, Distt, Udham Singh Nagar Uttarakhand

*The manufacturing activities has not been commenced yet and the installation of new plant and machineries is still pending in Manufacturing unit 2.

Note: For detailed information of above-mentioned places of business please refer "Land & Properties" in section "Our Business" on page no. 119 of this Draft Red Herring Prospectus.

PLANT AND MACHINERIES

The details of the Plant and Machineries are as follows:

S. No.	Details of Machine	Machine ID No.	Made by	Capacity / Specification	Qty. (No.)
Sand Plant					
1	Bucket Elevator - 1	SP-1	DUNLOP	-	1
2	Bucket Elevator - 2	SP-2	DUNLOP	-	1
3	Distribution Sand Belt Conveyor with Gear Box	SP-3	DUNLOP	-	1
4	Feeder Belt Conveyor with Gear box	SP-4	DUNLOP	-	1
5	Intensive mixer - 1	SP-5	SSEC	500 Kg.	1
6	Intensive mixer - 2	SP-6	SSEC	500 Kg.	1
7	Knockout Sand Belt Conveyor with Gear Box	SP-7	DUNLOP	-	1
8	Polygonal Siever	SP-8	SSEC	6 TPH	1
9	Prepared Sand Belt Conveyor with Gear Box	SP-9	DUNLOP	-	1
10	Reversible Sand Belt Conveyor with Gear Box	SP-10	DUNLOP	-	1
11	Hopper switching Belt Conveyor with Gear Box	SP-11	DUNLOP	-	1
12	Sand cooler	SP-12	SSEC	12 TPH	1
13	Sand hopper - 1	SP-13	SSEC	40 MT	1
14	Sand hopper - 2	SP-14	In House	60 MT	1
15	OBMS	SP-15	SSEC	-	1
16	Moulding Machine-1	MM-1	SSEC	300 SJS	1
17	Moulding Machine-2	MM-2	SSEC	300 SJS	1
18	Moulding Machine-5	MM-5	SSEC	300 SJS	1
19	Moulding Machine-6	MM-6	SSEC	300 SJS	1
20	Moulding Machine-3	MM-3	DISA	ARPA 450	1

21	Moulding Machine-4	MM-4	DISA	ARPA 450	1
22	Moulding Machine-5	MM-5	Darpa	DARPA 450	1
23	Moulding Machine-6	MM-6	Darpa	DARPA 450	1
Furnaces					
1	Oil fired heat treatment furnace	F-1	-	6 MT	1
2	Induction furnace-1	F-2	Electrotherm	1 MT	1
3	Induction furnace-2	F-3	Electrotherm	1 MT	1
4	Induction furnace-3 & 4	F-4&5	Megatherm	500 Kg.	2
Auxillaries and Other Supporting Equipments					
1	33 KV Sub Station	-	-	-	1
2	Air dryer	AD-1	Elgi Equip. Ltd.	100 CFM	1
3	Air dryer	AD-2	Elgi Equip. Ltd.	200 CFM	1
4	Air dryer	AD-3	Airflic	50 CFM	1
5	Air dryer	AD-4	Airflic	25 CFM	1
6	Air dryer	AD-5	Trident pneumatic pvt ltd	Model- CS 650 Sr no- C22H8121, 650 CFM	1
7	Bundle press machine	BPM-1	Mishra hydraulics	10" x 12"	1
8	Bundle press machine	BPM-2	Mishra hydraulics	9" x 9" x 15"	1
9	Cooling tower	CT-1	-	100 TR	1
10	Cooling tower	CT-2	-	100 TR	1
11	Core shooter machine-1	CSM-1	Susha founders & Engineers, Surat	1215 VTA	1
12	Core shooter machine-2	CSM-2	Susha founders & Engineers, Surat	1518 VTS	1
13	Core shooter machine-3	CSM-3	Galaxy machine, Pune	-	1
14	Core shooter machine-4	CSM-4	Susha founders & Engineers, Surat	1215 VTA	1
15	Core shooter machine-5	CSM-5	Susha founders & Engineers, Surat	1518 VTS	1
16	Core shooter machine-6	CSM-6	Susha founders & Engineers, Surat	1215 VTA	1
17	Core shooter machine-7	CSM-7	Susha founders & Engineers, Surat	1215 VTA	1
18	Cold-box core shooter machine-8	CSM-8	Galaxy machine, Pune	-	1
19	Core shooter machine-9	CSM-9	Galaxy machine, Pune	-	1
20	Cold-box core shooter machine-10	CSM-10	CFM, Rajkot	20 Liters	1
21	D. G. Set	DG	Jakson	225 KVA	1
22	E.O.T. Crane (Prod. Shed)	CR-1	New Age Enterprises	7.5 / 3 MT	1
23	E.O.T. Crane (Prod. Shed)	CR-2	New Age Enterprises	7.5 / 3 MT	1
24	E.O.T. Crane (H/T Furnace)	CR-3	-	5 MT	1
25	Lifting Magnet	MAGNET	Superlift Magnets Pvt. Ltd.	Dia 1200 MM	1
26	Chain Hoist	CH-1 to 8	INDEF	1MT	8
27	Chain Hoist	CH-9 & 10	INDEF	1MT	2

28	Wire rope Hoist	WRH-1 to 3	INDEF	2 MT	3
29	Wire rope Hoist	WRH-1 to 3	INDEF	3 MT	3
30	Wire rope Hoist	WRH-4	INDEF	2MT	1
31	Magnet Separator	MS	-	-	1
32	Screw type air compressor E-45-10	AC-1	Elgi Equip. Ltd.	250 CFM	1
33	Screw type air compressor EG-11-7.5	AC-2	Elgi Equip. Ltd.	70 CFM	1
34	Screw type air compressor EG-22-7.5	AC-3	Elgi Equip. Ltd.	130 CFM	1
35	Screw type air compressor E-45-7.5	AC-4	Elgi Equip. Ltd.	250 CFM	1
36	Screw type air compressor BAT-22AZ	AC-5	Blue Air Technology	120CFM	1
37	Screw Type Air Compressor FAS-75-A100	AC-6	First Air FS compressor india pvt ltd (FS curtis)	487CFM	1
38	Submersible Pump	SBP	-	10 HP	1
39	Swing Grinder	SG	-	7.5 HP	1
40	Transformer - 1	TF-1	Mehi Power Transformers	1200 KVA	1
41	Transformer - 2	TF-2	Mehi Power Transformers	1000 KVA	1
42	Transformer - 3	TF-3	Electrotherm (INDIA) Ltd.	1900 KVA	1
Machine Shop					
1	Drill Machine	DM-1	Bravo	-	1
2	Drill Machine	DM-2	Bravo	-	1
3	Drill Machine	DM-3&4	ITCO	-	2
4	Drill Machine	DM-5	Alfa Enterprises	-	1
5	Drill Machine	DM-6	VICTOR	-	1
6	Lathe Machine	LM-1	Bravo	10 Feets	1
7	Lathe Machine	LM-2 & 3	Bravo	8 Feets	2
8	Lathe Machine	LM-11 to15	Bravo	4 Feets	5
9	Lathe Machine	LM-16	Alfa Enterprises	16 Feets	1
10	Lathe Machine	LM-21 to 23	Bravo	12 Feets	3
11	Lathe Machine	LM-24 to 28	Banka Machines, Rajkot	6 Feets	5
12	Lathe Machine	LM-29 & 30	RS Enterprises	12 Feets	2
13	Milling Machine	MMC	BHAMBAR Engrs.	-	1
14	Self-Centring Machine (SPM)	SPM	Rimaco, Ghaziabad	-	1
15	Shot blasting machine (Rotary Type)	SBM-1	Kleenwell fabricators, Jalandhar	36*42	1
16	Shot blasting machine (Rotary Type)	SBM-2	Kleenwell fabricators, Jalandhar	36*42	1
17	Shot blasting machine (Table Type)	SBM-3	Quality Spare Faridabad	-	1
18	Shot blasting machine (Hanger Type)	SBM-4	Shiv Shakti Engg. & Foundry Solution, Jalandhar	-	1
19	Stand Grinder	SG-1to10	In House	-	10
20	CNC (Computer Numerical Control)	CNC-1&2	ACE Micromatic	-	2

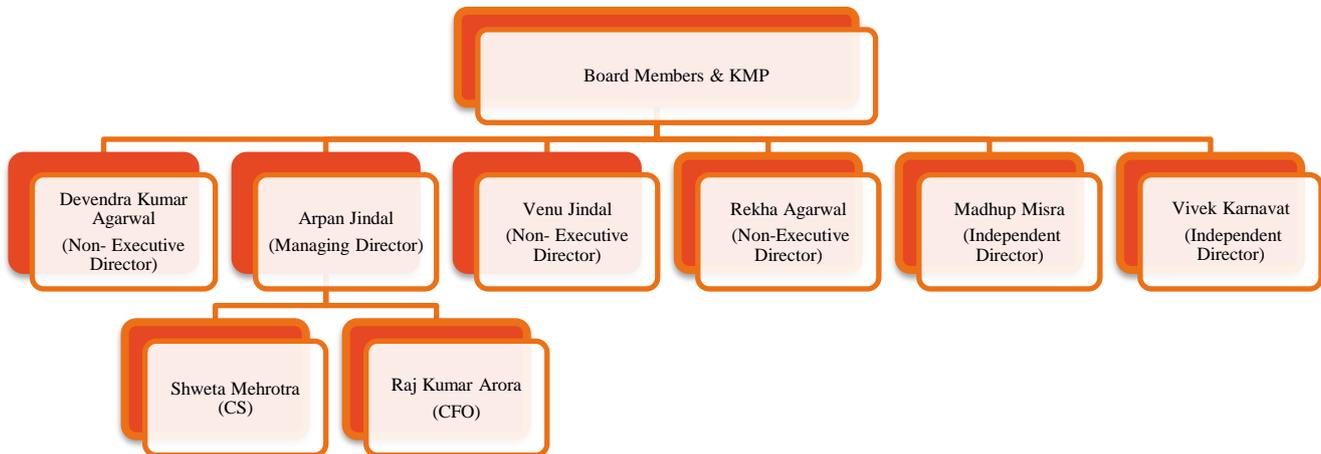
21	CNC (Computer Numerical Control)	CNC-3 & 4	Okuma M/c Tools Inc.	-	2
22	CNC (Computer Numerical Control)	CNC-5	BFW	-	1
23	CNC (Computer Numerical Control)	CNC-6	BFW	-	1
24	CNC (Computer Numerical Control)	CNC-7&8	Electronica	-	2
25	CNC (Computer Numerical Control)	CNC-9&10	ACE Micromatic	-	2
26	CNC (Computer Numerical Control)	CNC-11	Alex- Tech	-	1
27	CNC (Computer Numerical Control)	CNC-12	ACE Micromatic	-	1
28	CNC (Computer Numerical Control)	CNC-13	ACE Micromatic	-	1
29	CNC (Computer Numerical Control)	CNC-14	ACE Micromatic	-	1
30	CNC (Computer Numerical Control)	CNC-15	ACE Micromatic	-	1
31	CNC (Computer Numerical Control)	CNC-16	ACE Micromatic	-	1
32	CNC (Computer Numerical Control)	CNC-17	ACE Micromatic	-	1
33	VMC (Vertical Machining Center)	VMC-1 & 2	BFW	-	2
34	VMC (Vertical Machining Center)	VMC-3	AMS	-	1
35	VMC (Vertical Machining Center)	VMC-4	AMS	-	1
36	VMC (Vertical Machining Center)	VMC-5	DAEVOO	-	1
37	VMC (Vertical Machining Center)	VMC-6	AMS	-	1
38	VMC (Vertical Machining Center)	VMC-7	TAL	-	1
39	VMC (Vertical Machining Center)	VMC-8	AMS	-	1
40	VMC (Vertical Machining Center)	VMC-9	BFW	-	1
41	VMC (Vertical Machining Center)	VMC-10	BFW	-	1
42	VMC (Vertical Machining Center)	VMC-11	AMS	-	1
43	HMC (Horizontal Machining Center)	HMC-1	BFW	-	1
44	Rotary Production System	Inbuilt in VMC-11	UCAM	-	1
45	Leak Test Machine	LTM	Universal Hydraulic System	-	1
46	Washing Machine	WM	-	-	1
47	Wheel Balancing Machine	WBM	Micro Test Engineers	-	1
48	Co-ordinate Measuring Machine	CMM	Carl Zeiss	-	1
49	Powder coating equipment	PCE	Pride Technologies India	-	
50	Screen Guard Cutting Machine (Lazer marking)	SGCM	Jitai International Co. India	-	1

Laboratory Equipments

1	Spectrometer	-	AMETEK	-	1
2	Wet Analysis (Complete)	-	-	-	1
3	Clay Washer	-	Versatile	-	1
4	Compactibility Tester	-	Versatile	-	1
5	Mouldability Tester	-	Versatile	-	1
6	Sieve Shaker	-	Versatile	Sieve Size 53 Microns to 1700Microns	1
7	Core Hardness Tester	-	Versatile	-	1
8	Mould Hardness Tester	-	Versatile	-	2
9	Compression Strength M/c	-	Versatile	-	1
10	Digital Compression Strength M/c	-	Versatile	-	1
11	Permeability Tester	-	Versatile	-	1
12	Digital Permeability Tester	-	Versatile	-	1
13	Rapid Moisture Tester	-	Versatile	-	2
14	Sand Rammer	-	Versatile	-	1
15	Hot Tensile Strength	-	Versatile	-	1
16	Rockwell Hardness Tester	-	Precision	-	1
17	Impact Testing M/c	-	Canon	-	1
18	UTM	-	PSI	40 MT	1
19	Core Gas Determination Tester	-	Versatile	-	1
20	Carbon Silicon Analyzer	-	Suyash	-	1
21	Portable Pyrometer	-	Suyash	1700 deg. C max	3
22	Hardness Tester (OPTICAL)	-	FIE	3000 kg	1
23	Sand Shatter index	-	Abot & Abot	-	1
24	Microscope	-	Abot & Abot	1200x	1
25	Electric oven	-	Kishor Scientific	-	1
26	Impact Testing Machine Charpy & Izod Analogue Type	-	-	300 JOULE	1
27	Muffle Furnace	-	-	-	1
28	Ultrasonic Flaw Detector	-	Modsonic	-	1
29	MPI Machine	-	Suvidha Inspection Methods&System.HYD	SIMS Y A/D (220 V, 50 Hz 2.2 Amps)	1
30	Surface Roughness Tester	-	Mitutoyo	-	1
31	Profile Projector	-	RB Metrology	-	1
32	Impact testing Temperature Chamber	-	Truemet	-	1

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ORGANIZATIONAL STRUCTURE



OUR STRENGTHS

We believe that the following are our primary competitive strength:

1. Diversified Customer Base

We have established long-standing relationships with our diverse customer base, including Original Equipment Manufacturers (OEMs) and Tier-1 customers in the commercial vehicle, tractor, railways, and off-highway vehicle segments across India. We manufacture brake systems for Indian Railways. Our Company provides almost the entire range of the casting portion for break assembly. We handle casting, machining, painting/powder coating, and leakage testing all under one roof.

2. Diversified Product Portfolio

In addition to a wide customer base across various industries and geographies, Our Company prides itself on being a one-stop shop for our customers. We supply castings of several different grades and sizes:

a) Material Grades Produced:

- All Standard grades of Grey & Ductile Iron
- High Silicon-Molybdenum Ductile Iron for high-temperature exhaust elbows
- Solution Strengthened Ferritic grades of Ductile Iron
- Ductile Iron Castings with strong impact properties at low temperatures for railway braking

b) Weight Range for Grey Iron and Ductile Iron:

- 0.5kg – 95 kg

c) Production Capacity:



- Ability to produce components ranging from 50 parts/month to 90,000 parts/month
- Components can be supplied as rough castings or fully machined sub-assemblies through in-house facilities

3. Strategic Location

Our plant in Kashipur is strategically located just 50 km from Rudrapur, a major manufacturing hub with several leading global automotive companies. This proximity forms a key customer base and a reliable source of steel scrap, a critical raw material. Kashipur is well connected through road and rail transportation useful for input and finished products supplies.

4. In-House Tool and Pattern Making Facilities

Our Company has its own in-house pattern facility and Machining Centre which enables us to maintain high quality production standards and also helps us in minimizing production time and bringing cost effectiveness.

Our in-house tool and pattern making facilities include:

- Computerized design and development using CAD/CAM/CAE tools
- Manufacturing of tooling through CNC and VMC machines
- By making all tools and patterns in-house as per customer requirements, we save development time and build customer confidence, giving us an edge over other suppliers.
- Well-Equipped Machining Facility with CNC Machines

5. Dedicated and Experienced Workforce

We have an experienced management team with an established process led by our Individual promoter and managing director, Mr. Arpan Jindal, who has significant industry experience of 16 years in the Castings Industries. Our management and employees team combine expertise and experience in foundry and casting which helps for the future development of the Company. We believe that our qualified management team helps us in capitalizing the market opportunities and enables us to function effectively and efficiently.

OUR STRATEGIES:

1. Enhancing Production Capacity and Automation with purchase of new plant and machineries

As mentioned in our object, the company plans to procure machinery for use in the Manufacturing Plant (Unit-02) as part of its strategic initiative to automate processes. This automation aims to optimize capacity utilization and ensure timely product deliveries while maintaining expected quality standards. Currently, the facility has a production capacity of up to 600 metric tons per month, with the installation of the new plant and machinery, this capacity will be increased to 1,000 metric tons per month. For further details, please refer to the object to the issue on page 81 of the Draft Red Herring Prospectus.

2. Advancing Casting and Manufacturing Processes with Technological Integration

The latest casting technologies will be adopted to reduce human dependency and improve product quality. Additionally, computerized design and development tools (CAD/CAM/CAE) and CNC/VMC machines will be implemented for tooling and pattern making. These technological integrations will streamline the manufacturing processes, ensuring precision and high-quality outcomes in casting and manufacturing.

3. Expanding and Strengthening OEM Partnerships for Future Growth

Efforts will be made to increase supply capacity to existing OEMs. Furthermore, the company will explore new OEM partnerships in the automotive, railways, tractor, and defense sectors. These initiatives will not only solidify current relationships but also open new avenues for growth and expansion in diverse industries.

4. Broadening Casting Solutions and Services through Product Portfolio Diversification

The development of a wide range of casting products, including Grey Iron, Ductile Iron, and Alloy Steel Castings, will continue. The focus will also be on providing complete casting solutions, encompassing machining, painting, powder coating, and leakage testing. This diversification will ensure a comprehensive service offering, catering to varied customer needs and enhancing market competitiveness.

AWARDS AND ACCREDITATIONS

Over the years, we have been recipients of multiple awards, some of the snapshots of the awards are as follows:



CAPACITY UTILIZATION

The details of the capacity utilization are as follows:

(In MTPA except %)

Particulars	June 30 2024	March 31 2024	March 31 2023	March 31 2022
Installed Capacity (In MTPA)	1,800	7,200	7,200	7,200
Actual Production (In MTPA)	1,484	5,885	6,113	5,464
Capacity Utilization (In %)	82.00%	81.74%	84.90%	75.89%

UTILITIES & INFRASTRUCTURE FACILITIES

Our registered office and factory are well-equipped for our business operations to function smoothly.

Power

We have made the necessary arrangements for a regular, uninterrupted power supply at our manufacturing unit and registered office. We have availed a power connection from Uttarakhand Power Corporation Limited for our manufacturing unit premises with a sanctioned load of 2,500 KVA, which is sufficient to meet our plant's requirements.

Water

Water is mainly required for the production process, washing of the products, casting of the products, fire safety, drinking, and sanitation purposes. Our company consumes water from the borewell for our manufacturing unit and registered office.

Logistics

Raw Materials

Raw materials are transported to our manufacturing facility either through our suppliers' proprietary vehicles or third-party transport agencies.

Finished Products

To deliver our finished products to customers, we utilize third party transport agencies as per the requirements.

Procurement of Raw Materials and Management

For our business we require CRC (Cold Rolled Cuttings), SCRAP and MS (Mild Steel) Scrap which is a byproduct of sheet metal industry. We procured these raw materials from suppliers to the domestic markets. We usually do not enter into long-term supply contracts with any of our raw material suppliers due to constant fluctuation in the prices. The raw material is purchased as and when required on the basis of the rates offered by various suppliers. Raw materials are mainly stored on-site at the factory.

Inventory Management

Our company does not have a separate warehouse. Instead, we have allocated space in the factory for storage. Our finished products are mainly stored on-site at the factory. For finished product supply, we use the First In, First Out (FIFO) method. We produce finished products based on a combination of confirmed and expected orders.

COLLABORATIONS/ JOINT VENTURES

Our Company do not have any Collaborations or Joint Ventures as on date of Draft Red Herring Prospectus.

EXPORT AND EXPORT OBLIGATION

Our Company does not have any export obligation as on date.

HUMAN RESOURCE

We believe that a motivated and empowered employee base is the key to our operations and business strategy. We have developed a large pool of skilled and experienced personnel. As on November 10, 2024, our Company has employed 126 permanent employees which are on our company's payroll.

S. No.	Particulars	Number of Employees
1	Management	1
2	Finance and Accounts (Including Stores/Purchase)	6
3	Human Resources	2
4	Marketing and Sales	4
5	IT	1
6	Operations (Production)	82
7	Secretarial	1
8	Technical	24
9	Legal	1
10	Admin	4
TOTAL		126

Note Our Company does not have any contractual employees.

INDUSTRIES OR SECTOR WISE PRODUCT REVENUE BREAKUP

The Industries or Sector wise Product Revenue Breakup of the Company are as follows:

Particulars	(Rupees in Lakhs)			
	For the period ended 30 th June, 2024	For the period ended 31 st March, 2024	For the period ended 31 st March, 2023	For the period ended 31 st March, 2022
Auto components (Commercial and passenger)	1057.07	4561.83	4589.62	3312.99
Farm Tractor	126.75	540.23	802.61	962.29
Railways	139.73	247.70	253.50	243.15
Others (Heavy engineering, Earth moving, power generation, sugar)	1.67	66.00	80.62	114.87
Total	1325.24	5415.76	5726.34	4633.29

GEOGRAPHICAL WISE REVENUE BREAKUP

The Geographical Wise Revenue Breakup of the Company are as follows:

(Rupees in Lakhs)

State Name	For the period ended 30 th June, 2024	For the period ended 31 st March, 2024	For the period ended 31 st March, 2023	For the period ended 31 st March, 2022
Uttarakhand	969.03	3957.44	4745.27	3900.51
Jharkhand	89.34	687.39	160.99	0
Delhi NCR	152.2	457.23	369.18	47.6
Uttar Pradesh	54.39	198.14	386.2	582.78
Haryana	60.28	107.45	50.54	69.38
Rajasthan	-	8.1	14.16	0
Others (Northeast)	-	-	-	33.02
Total	1325.24	5415.75	5726.34	4633.29

TOP 10 CUSTOMERS

(Rupees in Lakhs)

Particulars	For the period ended June 30, 2024	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022
Revenue from Operations	1,325.24	5,415.75	5,726.34	4,633.29
Top ten (10) Customers	1,305.83	5,402.05	5,474.44	4,098.11
% of top ten (10) Customers to Revenue from Operations*	98.53%	99.75%	95.60%	88.45%

*The % has been derived by dividing the total amount received from top ten customers with the Revenue from operations of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.

TOP 10 SUPPLIERS

(Rupees in Lakhs)

Particulars	For the period ended June 30, 2024	For the Financial Year ended March 31, 2024	For the Financial Year ended March 31, 2023	For the Financial Year ended March 31, 2022
Total Raw Material Purchase	578.37	2,152.59	2,478.39	2,179.61
Top ten (10) Suppliers	563.11	1,833.06	1,545.70	1,330.63
% of top ten (10) Suppliers to Total Raw material Purchased*	97.36%	85.16%	62.37%	61.05%

*The % has been derived by dividing the total amount received from top ten Suppliers with the Total Raw Material Purchased of the company in the relevant year as mentioned in the Profit and Loss Statement as given in restated financials of the company.

COMPETITON

We operate in a highly competitive market. We face competition from other companies operating in the foundry/castings industry, in the same geographies as ours. Our competition depends on various factors, such as

the type of project, total contract value, potential margins, location of the project and client relationships. Competition in our industry primarily involves factors such as:

- quality and capability of plant and machinery
- ability to meet the customer’s schedule
- experience and reputation
- price of the offerings

While service quality, technical ability, performance record, experience, health and safety records and the availability of skilled personnel are key factors in client decisions among competitors, price often is the deciding factor in most tender awards. Some of our competitors may have greater resources than those available to us.

Some of our Listed competitors are:

- Universal Autofoundry Limited
- Thאי Casting Limited

MARKETING

Our company prioritizes building robust and trust-based relationships with our customers and our employees. Our marketing approach revolves around nurturing these relationships and emphasizing our commitment to meeting industries’ needs effectively. By consistently delivering value and maintaining trustworthy relationships, we not only sustain our current relationships but also attract new customers and opportunities for growth. Our company utilizes email marketing, leverage personal contacts and set up stalls to promote our products. Our marketing strategies ensure:

- Continuously monitoring the industry trends
- Supply of quality products
- Timely execution and delivery of products

INSURANCE

Some of the Insurance Policies of our Company are as follows:

S. No.	Insurer Company	Description of Services	Policy No.	Expiry Date	Insured Amount (In Rs.)
1	The New India Assurance Company Limited	Electronic Equipment Insurance Policy	32310244235800000001	12/06/2025	31,46,000
2	The New India Assurance Company Limited	Electronic Equipment Insurance Policy	32310244235800000003	20/02/2025	12,64,000
3	The New India Assurance Company Limited	New India Flexi Laghu Udyam Suraksha	32310211249600000007	12/07/2025	29,00,00,000
4	The New India Assurance Company Limited	Policy Schedule for Burglary (Single Location) Insurance	32310246230100000202	13/03/2025	6,00,00,000
5	The New India Assurance Company Limited	New India Bharat Flexi	32310211238700000004	13/03/2025	16,500,000

		Sookshma Udyam Suraksha			
6	The New India Assurance Company Limited	Machinery Insurance Policy	32310244235100000007	03/01/2025	17,43,32,200
7	The New India Assurance Company Limited	Additional Endorsement Document Machinery	32310244235100000007	03/01/2025	18,56,32,200
8	The New India Assurance Company Limited	Marine Cargo Open Policy	32310221230200000018	10/02/2025	12,50,00,000
9	The New India Assurance Company Limited	Marine Cargo Open Policy	32310221230200000019	10/02/2025	83,00,00,000
10	The New India Assurance Company Limited	Portable Equipment Insurance Policy	32310246231100000007	20/02/2025	3,22,000
11	United India Insurance Company Limited	Miscellaneous and Special Type of Vehicles Package Policy	2503023123P113633974	19/01/2025	2,73,760
12	United India Insurance Company Limited	Miscellaneous and Special Type of Vehicles Package Policy	2503023124P112375160	08/11/2025	1,39,764

INTELLECTUAL PROPERTY RIGHTS

The details of the trademarks used by the Company registered under the Trademarks Act, 1999 are as follows:

S. No.	Description	Application Number	Date of Application	Class	Current Status	Owner
1		3160562	13-06-2024	6	Registered	M/s Kashi Vishwanath Steel Private Limited
2	KVS PREMIER	3136351	13-06-2024	6	Registered	M/s Kashi Vishwanath Steel Private Limited

*The company has entered into agreements dated April 1, 2024, with the owner of the aforementioned trademark, granting permission to use the said registered trademarks.

Domain Details

The Details of Domain names registered in the name of the Company:

Domain Name and ID	Sponsoring registrar and ID	Creation Date	Expiry Date	Current Status
kvscastings.com	BigRock	May 30, 2024	May 30, 2029	Active

LAND AND PROPERTY

The following are the details of Land and Properties used by our company:

S. No.	Name of Lessor	Address of Property	Owned/ Leased	Area	Tenure/Term	Usage
1.	M/s Kumaon Plastic Weavers & Laminators	Plot No B-25 & 26, Government Industrial Area, Bazpur Road, Kashipur-244713, (U S Nagar) Uttarakhand	Leased	2,235 Sq Yards	15 Years (w.e.f. 26/10/2020)	Registered office and Manufacturing Plant Unit -1
2.	Governor of Uttarakhand	Plot No. B-29, Industrial Area, Bazpur Road, Kashipur,244713	Leased	2372 Sq Yards	99 Years (w.e.f. 15/02/1977)	Registered office
3.	M/s Annapurna Steels Private Limited	Plot No B-27 and B-28, Government Industrial Area, Bazpur Road, Kashipur-244713, (U S Nagar) Uttarakhand	Leased	2,499 Sq Yards	15 Years (w.e.f. 01/04/2023)	Manufacturing Plant Unit -1
4.	M/S KVS Infraatech LLP	Plot No B-20, Government Industrial Area, Bazpur Road, Kashipur-244713, (U S Nagar) Uttarakhand	Leased	578 Sq Yards	5 Years (w.e.f. 01/04/2021)	Manufacturing Plant Unit -1
5.	Governor of Uttarakhand	Plot No. C-25, C-26, and C-27, Udham Singh Nagar, Uttarakhand	Leased	2495 Sq Yards	99 Years (w.e.f. 26/08/1977)	Manufacturing Plant Unit -1
6.	M/s Kashi Vishwanath Steels Private Limited	Village Baghelewala, Tehsil Kashipur, Distt, Udham Singh Nagar Uttarakhand	Leased	10,357.6 Sq Yards	20 Years (w.e.f. 01/08/2024)	Manufacturing Plant Unit -2 ⁽²⁾

Note:

1. Our registered office is located at Unit No. B-25 and B-29 with separate agreements for each unit from different parties.
2. The property mentioned under manufacturing unit-1 have been acquired by different lessors, thus mentioned under different heads.
3. The manufacturing activities has not been commenced yet and the installation of new plant and machineries is still pending in Manufacturing Unit 2.

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KEY REGULATIONS AND POLICIES

The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local laws. The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Certain information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice.

The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

1. INDUSTRIAL LAWS

1.1 The Micro, Small and Medium Enterprises Development Act 2006 (MSME Act)

The MSME Act is a central law which primarily provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises in India. The industries/enterprises under the MSME Act are categorised as micro, small and medium industries depending upon the following criteria (applicable from 1 July 2020):

- (a) a micro enterprise, where the investment in Plant and Machinery or Equipment does not exceed INR 1,00,00,000 and turnover does not exceed INR 5,00,00,000;
- (b) a small enterprise, where the investment in Plant and Machinery or Equipment does not exceed INR 10,00,00,000 and turnover does not exceed INR 50,00,00,000;
- (c) a medium enterprise, where the investment in Plant and Machinery or Equipment does not exceed INR 50,00,00,000 and turnover does not exceed INR 250,00,00,000.

In terms of the MSME Act, any buyer who fails to make payment to MSMEs, as per agreed terms or a maximum of 45 days, would be liable to pay monthly compounded interest at three times the bank rate notified by the Reserve Bank of India (RBI).

1.2 Industrial Disputes Act 1947 (ID Act)

The ID Act and the Industrial Dispute (Central) Rules 1957 (ID Rules) lay down the provisions for the investigation and settlement of industrial disputes. Workmen under the ID Act have been provided with several benefits and are protected under its provisions, however the employees classified as managerial employees and earning salary beyond prescribed amount are not covered under the protection of the ID Act.

The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The ID Rules specify procedural guidelines for lockouts, closures, lay-offs and retrenchment.

1.3 The industries (Development and Regulation) Act 1951 (Industries Regulation Act)

The Industries Regulation Act is an Act to govern the development and regulation of industries in India. The main objectives of the Industries Regulation Act are to empower the Government: (i) to take necessary steps for the development of industries; (ii) to regulate the pattern and direction of industrial development; (iii) to control the activities, performance and results of industrial undertakings in the public interest. The Industries Regulation Act

applies to the Scheduled Industries listed in the First Schedule of the Act.

However, small scale industrial undertakings and ancillary units are exempted from the provisions of the Industries Regulation Act.

The Industries Regulation Act is administered by the Department for Promotion of Industry and Internal Trade (DPIIT). The DPIIT is responsible for formulation and implementation of promotional and developmental measures for growth of the industrial sector. It monitors the industrial growth and production, in general, and selected industrial sectors. Certain specified categories of industries require industrial licensing under the Industries Regulation Act.

1.4 Factories Act 1948 (Factories Act)

Factories Act primarily lays down the provisions to regulate the working conditions in factories, regulate health, annual leave, safety, welfare, and to establish special provisions related to young people, women, and children working in factories. It is applicable to factories manufacturing goods, including weaving cloth, knitting of hosiery and other knitwear, clothing, and footwear production, dyeing and finishing textiles, manufacturing footwear, etc.

2. CORPORATE AND COMMERCIAL LAWS

2.1 Bureau of Indian Standards Act 2016 (BIS Act)

The BIS Act provides for the establishment of a national standards body for the harmonious development of the activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services and for matters connected therewith or incidental thereto.

BIS Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. Enabling provisions have also been made for making hallmarking of the precious metal articles mandatory.

2.2 The Information Technology Act 2000 (IT Act)

The IT Act aims to provide for the legal framework so that legal sanctity is accorded to all electronic records and other activities carried out by electronic means. The IT Act states that unless otherwise agreed, an acceptance of contract may be expressed by electronic means of communication and the same shall have legal validity and enforceability.

2.3 The Companies Act 2013 (Companies Act)

The Companies Act deals with incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act. The provisions of the Companies Act shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e. One Person Company. The provisions relating to formation and allied procedures are mentioned in the act. The Companies Act repealed the erstwhile Companies Act 1956.

2.4 The Competition Act 2002 (Competition Act)

The Competition Act prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates combinations in India. The Competition Act also established the Competition Commission of India (CCI) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on 4 March 2011, and came into effect on 1 June 2011. Combinations which

are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds.

There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is Likely to have an appreciable adverse effect on competition in India. Effective 1 June 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

2.5 The Indian Stamp Act 1899 (Stamp Act)

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

2.6 The Prevention of Money Laundering Act 2002 (PMLA)

PMLA is an Act of the Parliament of India to prevent money-laundering and to provide for confiscation of property derived from money-laundering. PMLA and the Rules notified thereunder came into force with effect from 1 July 2005.

2.7 The Fugitive Economic Offenders Act 2018 (FEOA)

FEOA provides the measures to deter fugitive economic offenders from evading the process of law in India by staying outside the jurisdiction of Indian courts to preserve the sanctity of the rule of law in India and for matters connected therewith or incidental thereto.

2.8 The Companies (Donations to National Fund) Act 1951

An Act to enable companies to make donations to national funds.

2.9 Insolvency And Bankruptcy Code 2016

An Act to consolidate and amend the laws relating to reorganisation and insolvency resolution of corporate persons, partnership firms and individuals in a time bound manner for maximisation of value of assets of such persons, to promote entrepreneurship, availability of credit and balance the interests of all the persons.

2.10 The Indian Contract Act 1872 (Contract Act)

The Contract Act codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The

contracting parties themselves decide the rights and duties of parties and terms of agreement.

3. LABOUR AND EMPLOYMENT LAWS

India has extensive labour related legislations. Certain other laws and regulations that may be applicable to the Company in India include the following which is an indicative list of labour laws applicable to the business and operations of Indian companies engaged in manufacturing activities:

- Contract Labour (Regulation and Abolition) Act 1970;
- Employees' Compensation Act 1923;
- Employees (Provident Fund and Miscellaneous Provisions) Act 1952;
- Employees' State Insurance Act 1948;
- Industrial Employment (Standing Orders) Act 1946;
- Child Labour (Prohibition and Regulation) Act 1986
- Maternity Benefit Act 1961;
- Minimum Wages Act 1948;
- Payment of Bonus Act 1965;
- Payment of Gratuity Act 1972;
- Apprentices Act 1961;
- Weekly Holidays Act 1942
- Payment of Wages Act 1936;
- Equal Remuneration Act 1976;
- Public Liability Insurance Act 1991;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013;
- The Trade Unions Act 1926;
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act 1979;
- State specific shops & establishments laws;
- State specific labour welfare fund laws;
- State specific Industrial Establishments (National and Festival Holidays and Casual and Sick Leave) laws; and
- Employer's Liability Act 1938

In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, namely:

- a) The Occupational Safety, Health and Working Conditions Code 2020 received the assent of the President of India on 28 September 2020, and proposes to subsume certain existing legislations, including the Factories Act 1948, the Contract Labour (Regulation and Abolition) Act 1970, and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act 1979. This code proposes to provide for, among other things, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.
- b) The Industrial Relations Code 2020 received the assent of the President of India on 28 September 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act 1946. The Industrial Relations Code 2020 will come into effect on a date to be notified by the Central Government.
- c) The Code on Wages 2019 received the assent of the President of India on 8 August 2019. Through its notification dated 18 December 2020, the Government of India brought into force certain sections of the Code on Wages 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume four separate legislations, namely, the Payment of Wages Act 1936, the Minimum Wages Act 1948, the Payment of Bonus Act 1965 and the Equal Remuneration Act 1976.
- d) The Code on Social Security 2020 received the assent of the President of India on 28 September 2020. Through

its notification dated 30 April 2021, the Government of India brought into force section 142 of the Code on Social Security 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume several separate legislations including the Employees' Compensation Act 1923, the Employees' State Insurance Act 1948, the Employees' Provident Funds and Miscellaneous Provisions Act 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

Some of the important labour legislations are explained below:

3.1 Contract Labour (Regulation and Abolition) Act 1970

An Act to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances and for matters connected therewith.

3.2 Employees' Compensation Act 1923 (EC Act)

The EC Act provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of receiving a notice.

3.3 The Employees Provident Fund Act 1952 (EPF Act)

The EPF Act is a social welfare legislation to provide for the institution of provident fund, pension fund and deposit linked insurance fund for employees working in factories and other establishments. The EPF Act aims at providing social security and timely monetary assistance to industrial employees and their families when they are in distress.

The EPF Act is administered by the Government of India through the Employees' Provident Fund Organisation (EPFO). The following three schemes have been framed under the EPF Act by the Central Government:

- (a) The Employees Provident Fund Schemes 1952;
- (b) The Employees' Pension Scheme 1995; and
- (c) The Employees' Deposit-Linked Insurance Scheme 1976.

The Central Government has constituted Employees' Provident Funds Appellate Tribunal to exercise the powers and discharge the functions under the EPF Act.

The EPF Act is applicable to:

- every factory engaged in any industry specified in Schedule 1 in which 20 or more persons are employed;
- every other establishment employing 20 or more persons or class of such establishments which the Central Government may notify; and
- any other establishment so notified by the Central Government even if employing less than 20 persons.

3.4 Child Labour (Prohibition and Regulation) Act 1986

Under the child labour law in India, adolescents between the age of 14 and 18 are prohibited from working in any hazardous or dangerous occupations and processes. They can only work in certain government declared non-hazardous occupations or in a family business or as an artist.

3.5 Payment of Wages Act 1936 (PWA)

The PWA is applicable to the payment of wages to persons in factories and other establishments. PWA ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and

no deductions other than those prescribed by the law are made by the employer.

3.6 Equal Remuneration Act 1976 (ER Act)

The ER Act provides for the payment of equal remuneration to men and women workers for same or similar nature of work and prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law. It also provides that every employer should maintain such registers and other documents in relation to the workers employed by him/ her in the prescribed manner.

3.7 Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 (SHWPPR Act)

The SHWPPR Act aims to provide women protection against sexual harassment at the workplace, prevention of sexual harassment at the workplace and redressal of complaints of sexual harassment. The Act defines sexual harassment to include any unwell come sexually determined behavior (whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organisations, non-governmental organisations, 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 SHWPPR 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 in turn is required to set up a local complaint committed the district level to investigate complaints regarding sexual harassment from establishments where the internal complaints committee has not been constituted.

3.8 The Employees' State Insurance Act 1948 (ESI Act)

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

3.9 The Payment of Bonus Act 1965 (Bonus Act)

The Payment of Bonus Act was enacted to provide for the payment of bonus to persons employed in establishments where 20 or more persons are employed on any day during an accounting year. The Payment of Bonus Act ensures that a minimum annual bonus is payable to every employee regardless of whether the employer any allocable surplus in the accounting year in which the bonus is payable. Under the Payment of Bonus Act, every employer is bound to pay to every employee, in respect of the accounting year, a minimum bonus which is 8.33% of the salary or wage earned by the employee during the accounting year or INR 100, whichever is higher. Contravention of the provisions of the Payment of Bonus Act by a company is punishable with imprisonment for a term of up to six months or a fine of up to INR 1,000 or both, against persons in charge of, and responsible to the company for the conduct of the business of the company at the time of contravention, as well as the company.

3.10 The Payment of Gratuity Act 1972 (Payment of Gratuity Act)

The Payment of Gratuity Act provides for payment of gratuity to an employee at the time of termination of services. Payment of Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in establishments in which ten or more persons are employed or were employed on any day of the preceding 12 months; and as the Central Government may, by notification, specify. Gratuity under the Payment of Gratuity Act is payable to an employee after he has rendered his services for a period not less than five years: (a) on his / her superannuation; (b) on his / her retirement or resignation; or (c) on his / her death or disablement due to

accident or disease (in this case the minimum requirement of five years does not apply). Under the Payment of Gratuity Act, the maximum gratuity payable may not exceed INR 20,00,000.

3.11 Bonded Labour System (Abolition) Act 1976 (BLA)

BLA provides for the abolition of bonded labour system with a view to preventing the economic and physical exploitation of the weaker sections of the people and for matters connected therewith or incidental thereto.

3.12 The Maternity Benefit Act 1961 (Maternity Benefit Act)

The Maternity Benefit Act regulates the employment of pregnant women and ensures that they get paid leave for a specified period during and after their pregnancy. The Maternity Benefit Act is applicable to establishments in which 10 or more employees are employed or were employed on any day of the preceding 12 months. Under the Maternity Benefit Act, a mandatory period of leave and benefits should be granted to female employees who have worked in the establishment for a minimum period of 80 days in the preceding 12 months from the date of her expected delivery. Such benefits essentially include payment of average daily wage for the period of actual absence of the female employee. The maximum period for which any woman shall be entitled to maternity benefit shall be 26 weeks, of which not more than 8 weeks shall precede the date of her expected delivery.

4. INTELLECTUAL PROPERTY LAWS

4.1 Trademarks Act 1999 (TM Act)

A trademark is used in relation to goods so as to indicate a connection in these of trade between the goods and a person having the right as proprietor or user to use the mark. The TM Act governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but can be renewed in accordance with the specified procedure. As per the Trademarks (Amendment) Bill 2009, Registrar of Trade Marks is empowered to deal with international applications originating from India as well as those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

4.2 Copyrights Act 1957 (Copyright Act)

The Copyrights Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organization.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for the entire lifetime of the author and 60 years thereafter.

The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies, including imprisonment of the accused, imposition of fines and seizure of infringing copies

4.3 Patents Act 1970 (Patent Act)

The purpose of the Patent Act in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent. An application

for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first invention in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application. Penalty for the contravention of the provisions of the Patents Act include imposition of fines or imprisonment or both.

4.4 Design Act 2000

It is an act to consolidate and amend the law relating to the protection of designs. The important purpose of design registration is to see that the creator, originator or artisan of any design is not deprived of his reward for creating that design by others copying it to their goods or products.

5. PROPERTY RELATED LAWS

5.1 Transfer Of Property Act 1882 (TPA)

The transfer of property, including immovable property, between living persons, as opposed to the transfer of property by operation of law, is governed by the TPA. The TPA establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. The TPA recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- **Sale:** the transfer of ownership in property for a price paid or promised to be paid.
- **Mortgage:** the transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The TPA recognizes several forms of mortgages over a property.
- **Charges:** transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the attaching to specified immovable property, or by an act of the parties.
- **Leases:** the transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions

5.2 The Registration Act 1908 (Registration Act)

The Registration Act has been enacted with the objective of providing public notice of the execution of documents affecting, inter alia, the transfer of interest in immovable property. The purpose of the Registration Act is the conservation of evidence, assurances, title and publication of documents and prevention of fraud. It details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in any immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. A document will not affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the TPA or as collateral), unless it has been registered. Evidence of registration is normally available through an inspection of the relevant land records, which usually contains details of the registered property. Further, registration of a document does not guarantee title of land.

5.3 Indian Easements Act 1882 (Easement Act)

An easement is a right which the owner or occupier of land possesses for the beneficial enjoyment of that land, and which permits him to do or to prevent something from being done, in or upon, other land not his own. Under the Easements Act, a license is defined as a right to use property without any interest in favour of the licensee. The

period and incident may be revoked and grounds for the same may be provided in the license agreement entered in between the licensee and the licensor.

5.4 The Real Estate (Regulation and Development) Act 2016

This Act was notified by the Parliament on 26 March 2016 and extends to the whole of India. It establishes the Real Estate Regulatory Authority for regulations and promotions of the real estate sector and to ensure sale of plot, apartment or building, as the case may be, or sale of real estate project, in an efficient and transparent manner and to protect the interest of consumers in the real estate sector and to establish an adjudicating mechanism for speedy dispute redressal and also to establish the Appellate Tribunal to hear appeals from the decisions, directions or orders of the Real Estate Regulatory Authority and the adjudicating officer and for matters connected therewith or incidental thereto.

The salient features of the Act are as following:

Under the Act, instead of a regular forum of consumers, the purchasers of real estate units from a developer would have a specialized forum called the "Real Estate Regulatory Authority" which will be set up within one year from the date of coming into force of the Act. In the interim, the appropriate Government (i.e., the Central or State Government) shall designate any other regulatory authority or any officer preferably the Secretary of the department dealing with Housing, as the Regulatory Authority.

The promoter has to register their project (residential as well as commercial) with the Regulatory Authority before booking, selling or offering apartments for sale in such projects. In case a project is to be promoted in phases, then each phase shall be considered as a standalone project, and the promoter shall obtain registration for each phase.

Under the Act, developers can sell units only on carpet area, which means the net usable floor area of an apartment. This excludes the area covered by the external walls, areas under services shafts, exclusive balcony or verandah area and exclusive open terrace area, but includes the area covered by the internal partition walls of the apartment.

The Act mandates that a promoter shall deposit 70% of the amount realised from the allottees, from time to time, in a separate account to be maintained in a scheduled bank. This is intended to cover the cost of construction and the land cost, and the amount deposited shall be used only for the concerned project.

Stringent penal provisions have been prescribed under the Act against the promoter in case of any contravention or non-compliance of the provisions of the Act or the orders, decisions or directions of the Regulatory Authority or the Appellate Tribunal which are the following: (a) If promoter does not register its project with the Regulatory Authority - the penalty may be up to 10% of the estimated cost of the project as determined by the Regulatory Authority; (b) If promoter does not comply with the aforesaid order of the Regulatory Authority - imprisonment of up to three years and a further penalty of up to 10% of the estimated cost, or both; and (c) In case the promoter provides any false information while making an application to the Regulatory Authority or contravenes any other provision of the Act - the penalty may be up to 5% of the estimated cost of the project or construction.

5.5 The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act 2013 (Land Acquisition Act)

Land Acquisition Act is an Act of Indian Parliament that regulates land acquisition and lays down the procedure and rules for granting compensation, rehabilitation and resettlement to the affected persons in India. The Land Acquisition Act has provisions to provide fair compensation to those whose land is taken away, brings transparency to the process of acquisition of land to set up factories or buildings, infrastructural projects and assures rehabilitation of those affected. The Land Acquisition Act establishes regulations for land acquisition as a part of India's massive industrialisation drive driven by public-private partnership. The Land Acquisition Act replaced the Land Acquisition Act 1894, a nearly 120-year-old law enacted during British regime.

6. ENVIRONMENT LAWS

6.1 The Environment Protection Act 1986 (Environment Protection Act)

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a framework for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

6.2 Air (Prevention of Pollution Control Act) 1981 (Air Act)

Air Act was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Air Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Air Act, if a person intends to commence an industrial plant in a pollution control area.

6.3 The Water (Prevention and Control Of Pollution) Act 1974 (Water Act)

The Water Act was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Water Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Water Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Water Act.

6.4 National Environmental Policy 2006 (Policy)

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This Policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to the national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resource is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resource obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resource for Environmental Conservation

6.5 The Noise Pollution (Regulation & Control) Rules 2000 (Noise Regulation Rules)

The Noise Regulation Rules regulate noise levels in industrial, commercial and residential zones. The Noise Regulation Rules also establish zones of silence of not less than 100 meters near schools, courts, hospitals, etc. The

rules also assign regulatory authority for these standards to the local district courts. Penalty for non-compliance with the Noise Regulation Rules shall be under the provisions of the Environment (Protection) Act 1986.

6.6 The National Green Tribunal Act, 2010

An Act to provide for the establishment of a National Green Tribunal for the effective and expeditious disposal of cases relating to environmental protection and conservation of forests and other natural resources including enforcement of any legal right relating to environment and giving relief and compensation for damages to persons and property and for matters connected therewith or incidental thereto.

7. TAXATION LAWS

7.1 Income Tax Act 1961 (Income Tax Act)

The Government of India imposes an income tax on taxable income of all persons including individuals, Hindu Undivided Families (HUFs), companies, firms, association of persons, body of individuals, local authority and any other artificial judicial person. Levy of tax is separate on each of the persons. The levy is governed by the Income Tax Act. The Indian Income Tax Department is governed by CBDT and is part of the Department of Revenue under the Ministry of Finance, Govt. of India. Income tax is a key source of funds that the government uses to fund its activities and serve the public. The quantum of tax determined as per the statutory provisions is payable as: (a) Advance Tax; (b) Self-Assessment Tax; (c) Tax Deducted at Source (TDS); (d) Tax Collected at Source (TCS); and (e) Tax on Regular Assessment.

7.2 Goods And Services Tax Act 2017

The Constitution (One Hundred and First Amendment) Act 2016 which received presidential assent on 8 September 2016 paved the way for introduction of goods and services tax (GST) by making provisions with respect to goods and services tax. GST is a single tax on the supply of goods and services, right from the manufacturer to the consumer. Credits of input taxes paid at each stage will be available in the subsequent stage of value addition, which makes GST essentially a tax only on value addition at each stage. The final consumer will thus bear only the GST charged by the last dealer in the supply chain, with set-off benefits at all the previous stages.

8. MISCELLANEOUS LEGISLATIONS

8.1 Consumer Protection Act 2019 (COPRA)

The COPRA aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of these authorities attracts criminal penalties.

8.2 Foreign Exchange Management Act 1999 (FEMA)

The Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment (FDI) under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The Government of India, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Non-Debt Instruments) Rules 2019 (NDI Rules) to regulate the foreign investment (i.e., the investment made by persons

resident outside India) and provide for the terms and conditions applicable to such foreign investment, including the procedure of investment, general conditions around the investment, the method to be adopted for valuation of the investment instruments, time frame for completion of the investment procedure, reporting requirement etc. The NDI Rules imposes a general condition on the persons resident outside India to comply with the provisions of the NDI Rules in case it intends to make an investment into Indian entities. Similarly, the entities in India are not allowed to receive investment from a person resident outside India unless such investment complies with the provisions of the NDI Rules.

8.3 Insurance Act 1938

It is an enactment by the legislation to regulate the insurance sector. It provides the broad legal framework within which the industry operates.

8.4 The Arbitration and Conciliation Act 1996

An Act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto.

This space has been left blank intentionally.



OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was originally formed as a Partnership Firm under the Partnership Act, 1932 (“Partnership Act”) in the name and style of “Kashi Enterprises” pursuant to Deed of Partnership dated August 20, 2005. Further, “Kashi Enterprises” was thereafter converted from Partnership Firm to a Private Limited Company under Part I chapter XXI of the Companies Act, 2013 with the name and style of “KVS Castings Private Limited” and received a Certificate of Incorporation bearing CIN U27100UR2019PTC012217 from the Registrar of Companies, Delhi dated June 10, 2019.

Subsequently, pursuant to a special resolution passed by the Shareholders at their Extra Ordinary General Meeting held on July 02, 2024, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “KVS Castings Limited” and a Fresh Certificate of Incorporation pursuant to Conversion was issued on September 09, 2024, by the Registrar of Companies, Central Processing Center.

As on the date of this Draft Red Herring Prospectus, the Corporate Identity Number of our Company is U27100UR2019PLC012217.

BUSINESS OVERVIEW

As the Foundry Division of the KVS Premier Group, Our Company specializes in quality ferrous castings. Our Company is involved in the manufacturing and production of Cast Iron and Ductile Iron castings. We deliver comprehensive casting solutions tailored to meet our customers' needs. From cast iron to stainless steel, we offer a total casting solution under one roof, with a portfolio of more than 150 products, including Suspension Brackets, Brake Drums, Gear Box Housing, Pump Body, Oil Filters and more.

We ensure maintaining the required quality standards, we are accredited with certifications in IATF 16949:2016, ISO 9001:2015 and Certified by the RDSO (Research and development organization under the Ministry of Railways in India).

We are the castings supplier for various industries, including:

- Automobile including passenger and commercial vehicles
- Railway
- Heavy Machinery and Equipment
- Energy and Power Generation
- Infrastructure and Construction
- Agricultural Machinery includes Tractor

BACKGROUND OF PROMOTERS

We have four Individual Promoters, Mr. Arpan Jindal, Mr. Devendra Kumar Agarwal, Ms. Rekha Agarwal, Ms. Venu Jindal and one Corporate Promoter M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited. For details, please see “Our Promoters” on page 184 of this Draft Red Herring Prospectus respectively.

CHANGES IN OUR REGISTERED OFFICE

The Registered Office of the Company is presently situated at B-25, 29, Industrial Estate Bazpur Road, Udham Singh Nagar, Kashipur, Uttarakhand, India, 244713.

The details of the change of Registered Office of the Company are as follows:

Date of Change	Shifted from	Shifted to	Reason for change
19/02/2021	D-6, Vivek Vihar, Shahdara, Delhi, East Delhi, India, 110092	B-25, 29, Industrial Estate Bazpur Road, Udham Singh Nagar, Kashipur, Uttarakhand, India, 244713	To have better administrative control

MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The main objects of our Company are:

1. To become vested with and continue the partnership business now being carried on under the name and style of "M/s KASHI ENTERPRISES" including all its assets, rights, benefits, titles, interest, approvals, licenses, debts, liabilities and obligations. The Partnership Firm-M/s KASHI ENTERPRISES and the rights and liabilities of the parties hereto in the said partnership business and in connection therewith shall cease to exist on incorporation of this Company under the provisions of Part XXI of the Companies Act, 2013.
2. To carry on the business of manufacturing of CI Castings, SG Iron Castings, SS Castings, MS Castings, High Carbon Steel Castings, Aluminum Castings, High Manganese Castings, Gun Metal Castings, Brass Castings and Raw as well as Machined Castings of all such metals and all other products incidental thereto and connected therewith.
3. To carry on the business of machining via Horizontal Lathe Machine, Vertical Lathe Machine, Shaper, Planaur Machine, Computer Navigated Vertical Machining Centre, Horizontal Machining Centre and Hobbing Machining of CI Castings, SG Iron Castings, SS Castings, MS Castings, High Carbon Steel Castings, Aluminum Castings, High Manganese Castings, Gun Metal Castings and Brass Castings and all other products incidental thereto and connected therewith.
4. To search prospect, win, work, get, raise, quarry, smelt, refine, dress, manipulate, convert, make merchantable, sell, buy, supply, distribute, stock, procure, carry, import, export or otherwise trade and deal in all kinds of Scrap, Ferro Alloys, Silica Sand, Resin Coated Sand, Quartz Sand and Chromite Sand, CI Castings, SG Iron Castings, SS Castings, MS Castings, High Carbon Steel Castings, Aluminum Castings, High Manganese Castings, Gun Metal Castings, Brass Castings and Raw as well as Machined Castings of all such metals and all other products incidental thereto and connected therewith.
5. To manufacture, trade, import, export or otherwise deal in steel and alloy steel ingots, steel and alloy steel billets and all kinds & sizes of re rolled sections i.e. flats, angels, rounds, squares, hexagon, octagons, rails joints, channel, steel strips, sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shafting and steel structural and all types of steel items.

AMENDMENTS TO THE MOA OF OUR COMPANY SINCE INCORPORATION:

Since incorporation, there has been following amendment made to the MoA of our Company:

Date of Amendment	Particulars of Amendment
July 15, 2019	Alteration in Memorandum of Association due to change in Object Clause

June 15, 2020	Alteration in authorised share capital of the company pursuant to Amalgamation and the authorised share capital was increased from Rs. 15,00,000 to Rs. 16,15,00,000 /-.
February 19, 2021	Alteration in Registered Office of the company from the NCT of Delhi to State of Uttarakhand.
June 13, 2024	Alteration in authorised share capital of the company and the authorised share capital was increased from Rs.16,15,00,000 to Rs. 22,50,00,000 /-.
September 09, 2024	Alteration in Clause -1, Name Clause of the company and subsequently the company was converted from KVS Castings Private Limited to KVS Castings Limited.

KEY EVENTS AND MILESTONES:

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Year	Achievements
2007	Company has started with Hand Molding Facilities
	Main Customer were Sugar Industries & Cement Industries
2008	Started manufacturing manganese steel casting manufacturing
	Installed heat treatment furnace with water quenching facility
2009	Started supply for Sponge Iron Plants
	Company have certified for ISO 9001:2008
2010	Successfully installed Sand Plant and Machine Molding
	Business awarded from M/S Advik Hitech Pvt. Ltd
2012	In-house machining setup established
	Company have certified in RDSO Class 'A' Foundry
2014	Company have certified for ISO 16949:2009
2020*	Pursuant to the NCLT order dated June 15, 2020, M/s Kamlapati Infrastructure Limited, M/s Sidhivinayak Horticulture Limited, M/s Sharma Investments Limited and M/s Tomar Investments Limited has been merged into our Company
2021	Business awarded from M/S Escorts Railway Equipment Division
2023	Business awarded from M/S JBM EV projects
	Successfully supplying Assembly parts to JBM (For EV)
2024	HMC (Horizontal milling machine) installed for the Steering housing machining (For Commercial Vehicles)

*For further details regarding the Amalgamation, see “Capital Structure” on page 61 of this Draft Red Herring Prospectus.

AWARDS AND ACCREDITATIONS RECEIVED BY OUR COMPANY

Our Company has various awards and accreditations. For details please see “Our Business” on page 119 of this Draft Red Herring Prospectus respectively.

DETAILS OF BUSINESS OF OUR COMPANY

For details on the description of Our Company’s activity, business model, marketing strategy, strength, completion of business, please see “Our Business”, “Management Discussion and Analysis of Financial Conditions” and “Basis for Issue Price” on page 119, 210 and 88 of this Draft Red Herring Prospectus respectively.



HOLDING COMPANY OF OUR COMPANY

Our Company does not have any holding company as on the date of filing of this Draft Red Herring Prospectus.

SUBSIDIARY AND ASSOCIATE COMPANY OF OUR COMPANY

Our Company has no subsidiary and associate companies as on the date of filing of this Draft Red Herring Prospectus. However, our Corporate Promoter M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited holds 35,75,610 equity shares constituting 25.94% of shareholding of our Company. Hence our company becomes associate company of M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited.

OTHER DECLARATIONS AND DISCLOSURES

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, Our Company has not made any Public Issue or Rights Issue (as defined in the SEBI ICDR Regulations) in the past. No action has been taken against Our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has it received a notice for striking off its name from the relevant Registrar of Companies.

FUND RAISING THROUGH EQUITY OR DEBT

For details in relation to our fund-raising activities through equity and debt, please refer to the chapters titled, “*Capital Structure*” beginning on page number 61 respectively, of this Draft Red Herring Prospectus.

REVALUATION OF ASSETS

Our Company has not re-valued its assets since its incorporation.

CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT

Other than as stated in this Draft Red Herring Prospectus, there has been no change in the activities being carried out by our Company since incorporation till the date of this Draft Red Herring Prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

INJUNCTIONS OR RESTRAINING ORDERS

Our Company is not operating under any injunction or restraining order.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS / BANKS

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks.

STRIKES AND LOCK-OUTS

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lock-outs. As on the date of this Draft Red Herring Prospectus, our employees are not unionized.



TIME AND COST OVERRUNS IN SETTING UP PROJECTS

As on the date of this Draft Red Herring Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

SHAREHOLDERS' AGREEMENT

Our Company does not have any subsisting shareholders' agreement as on the date of this Draft Red Herring Prospectus.

OTHER AGREEMENTS

As on the date of this Draft Red Herring Prospectus our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than two years before the date of this Draft Red Herring Prospectus.

STRATEGIC PARTNERS

Our Company does not have any strategic partner(s) as on the date of this Draft Red Herring Prospectus.

FINANCIAL PARTNERS

As on the date of this Draft Red Herring Prospectus, our Company does not have any financial partners.

ACQUISITION OF BUSINESS / UNDERTAKINGS

Except as disclosed below, there is no Merger, Amalgamation, Acquisition of Business or Undertaking etc. with respect to our Company and we have not acquired a business undertaking since inception.

Pursuant to the NCLT order dated June 15, 2020, M/s Kamlapati Infrastructure Limited (Transferor-1), M/s Sidhivinayak Horticulture Limited (Transferor-2), M/s Sharma Investments Limited (Transferor-3) and M/s Tomar Investments Limited (Transferor-4) has been merged into our Company (Transferee) and Authorised Share capital has been increased from Rs.15,00,000 to Rs.16,15,00,000. Further Our Company issued 56,254 Equity shares of face value of Rs. 10.00/- each on December 31, 2020, pursuant to order of Amalgamation passed by NCLT. For further details please refer to the Chapter titled "Capital Structure" beginning on page 61 of this Draft Red Herring Prospectus.

DIVESTMENT OF BUSINESS / UNDERTAKING BY COMPANY IN THE LAST TEN YEARS

There has been no divestment by the Company of any business or undertaking since inception.

NUMBER OF SHAREHOLDER OF OUR COMPANY

Our Company has 19 (Nineteen) shareholders as on dated November 22, 2024. For further details on the Shareholding Pattern of our Company, please refer to the Chapter titled "Capital Structure" beginning on page 61 of this Draft Red Herring Prospectus.



DETAILS OF PAST PERFORMANCE

For details of Change of management, please see chapter titled “Our Business” and “Our History and certain corporate matters” on page 119 and 160 respectively of this Draft Red Herring Prospectus.

DETAILS OF FINANCIAL PERFORMANCE

For details in relation to our financial performance in the previous three financial years, including details of non-recurring items of income, refer to section titled “Restated Financial Statements” beginning on page 208 of this Draft Red Herring Prospectus.

COLLABORATION AGREEMENT

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any collaboration agreements. For details, please refer to the chapter titled “*Our Business*” on page number 119 of this Draft Red Herring Prospectus.

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OUR MANAGEMENT

BOARD OF DIRECTORS

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Draft Red Herring Prospectus, our Board consist of Six (6) Directors, out of which One (1) are Executive Director and Five (5) is Non-Executive Director out of which Two (2) Directors are Independent Directors. Mr. Arpan Jindal is Managing Director of the Company.

S.N.	Name	DIN/PAN	Category	Designation
1.	Mr. Arpan Jindal	00223527	Executive	Managing Director
2.	Mr. Devendra Kumar Agarwal	00753173	Non-Executive	Director
3.	Ms. Rekha Agarwal	02212986	Non- Executive	Director
4.	Ms. Venu Jindal	10648138	Non- Executive	Director
5.	Mr. Vivek Karnavat	10631969	Non- Executive	Independent Director
6.	Mr. Madhup Misra	10706343	Non- Executive	Independent Director

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Draft Red Herring Prospectus:

S.N.	Name, DIN, Date of Birth, Qualification, Occupation, Address, Nationality and Term	Age	No. of Equity Shares held & % of pre issue shareholding	Other Directorship/partner
1.	<p>Mr. Arpan Jindal</p> <p>Designation: Managing Director</p> <p>Address: 530 Nand Niwas Ramnagar Road Kashipur, Udham Singh Nagar Uttarakhand-244713</p> <p>Date of Birth: 26/04/1984</p> <p>Qualification: Master of Business Administration</p> <p>Occupation: Business</p> <p>Experience: More than 16 Years in Management and Casting Industries</p> <p>Nationality: Indian</p>	40 Years	Equity Shares (9.49% of the Pre-issue shareholdings)	<p>Indian Private Companies:</p> <p>1.M/s Devarpan Foods Private Limited.</p> <p>2. M/s KVS Ispat Private Limited</p> <p>3.M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited.</p> <p>4. M/s Kashi Vishwanath Steels Private Limited.</p> <p>5. M/s Annapurna Steels Private Limited.</p> <p>Indian Public Companies: Nil</p> <p>Section 8 companies: Nil</p> <p>Indian LLPs:</p> <p>1. M/s KVS Infraatech LLP</p> <p>Other Entities:</p>

	<p>Term: 5 years from 10/08/2024</p> <p>Date of First Appointment: 10/06/2019</p> <p>Date of Appointment as Managing Director: 10/08/2024</p> <p>DIN: 00223527</p>			
2.	<p>Mr. Devendra Kumar Agarwal</p> <p>Designation: Non-Executive Director</p> <p>Address: .530, Nand Niwas, Ramnagar Road, Katoratal Poorvi, Kashipur, Udham Singh Nagar, Uttarakhand-244713</p> <p>Date of Birth: 17/06/1957</p> <p>Qualification: B. Tech (Chemical Engineering)</p> <p>Occupation: Business</p> <p>Experience: 33 Years in Castings Industries including Auto components castings and other castings</p> <p>Nationality: Indian</p> <p>Date of Appointment: 10/06/2019</p> <p>DIN: 00753173</p>	67 Years	Equity Shares (9.48% of the Pre-issue shareholdings)	<p>Indian Private Companies:</p> <ol style="list-style-type: none"> 1. M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited. 2. M/s KVS ISPAT Private Limited. 3. M/s Annapurna Steels Private Limited. 4. M/s Devarpan Foods Private Limited. 5. M/s Kashi Vishwanath Steels Private Limited. <p>Indian Public Companies: Nil</p> <p>Section 8 companies: Nil</p> <p>Indian LLPs: 1. M/s KVS Infraatech LLP</p>
3.	<p>Ms. Rekha Agarwal</p> <p>Address: 530, Nand Niwas Ramnagar Road Katoratal Poorvi Kashipur Udham Singh Nagar Uttarakhand-244713</p> <p>Designation: Non-Executive Director</p> <p>Date of Birth: 10/12/1961</p>	62 Years	Equity Shares (9.48% of the Pre-issue shareholdings)	<p>Indian Private Companies- Nil</p> <p>Indian Public Companies- Nil</p> <p>Section 8 Companies- Nil</p> <p>Indian LLPs – Nil</p>

	<p>Experience: More than 6 years in Managing Company's CSR Activities</p> <p>Qualification: Master of Arts in English Literature</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Date of Appointment: 17/06/2024</p> <p>DIN: 02212986</p>			
4.	<p>Ms. Venu Jindal</p> <p>Address: 530 Ram Nagar Katoratal Poorvi Kashipur Udham Singh Nagar Uttarakhand- 244713</p> <p>Designation: Non-Executive Director</p> <p>Date of Birth: 07/06/1986</p> <p>Experience: More than 7 years' experience in Digital Marketing</p> <p>Qualification: Diploma in Animation</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Date of Appointment: 17/06/2024</p> <p>DIN:10648138</p>	38 Years	Equity Shares (9.17% of the Pre-issue shareholdings)	<p>Indian Private Companies- Nil</p> <p>Indian Public Companies- Nil</p> <p>Section 8 Companies- Nil</p> <p>Indian LLPs – Nil</p>
5.	<p>Mr. Vivek Karnavat</p> <p>Designation: Independent Director</p> <p>Address:801, Prithvi Apartment, Sector 52, Wazirabad (75), Gurgaon, Haryana – 122003</p> <p>Date of Birth: 06/06/1966</p> <p>Qualification: Bachelor of Science</p>	58 Years	NIL	<p>Indian Private Companies-</p> <p>Indian Public Companies-1. M/s Defrail technologies limited</p> <p>Section 8 companies- Nil</p> <p>Indian LLPs – Nil</p>

	<p>Experience: More than 35 years in Strategy, Tactics, Planning, Execution and Risk management</p> <p>Occupation: Professional</p> <p>Nationality: Indian</p> <p>Date of Appointment: 10/08/2024</p> <p>DIN:10631969</p>			
6.	<p>Mr. Madhup Misra</p> <p>Designation: Independent Director</p> <p>Address: B-2, Ward 24, IGL Colony, Bazpur Road, Kashipur, Udham Singh Nagar, Uttarakhand- 244713</p> <p>Date of Birth: 13/02/1963</p> <p>Qualification: Fellow Chartered Accountant</p> <p>Experience: 21 Years in Accounts, Indirect Taxation, GST, Inventory Control and Strategic Planning</p> <p>Occupation: Chartered Accountant</p> <p>Nationality: Indian</p> <p>Date of Appointment: 10/08/2024</p> <p>DIN: 10706343</p>	61 Years	NIL	<p>Indian Private Companies- Nil</p> <p>Indian Public Companies – Nil</p> <p>Section 8 companies- Nil</p> <p>Indian LLPs – Nil</p>

BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY

Mr. Arpan Jindal, aged 40 years, is the Promoter and Managing Director of our company. He has been appointed as Director of our company since incorporation and Managing Director from August 10, 2024. He has completed his Master of Business Administration from Amity University. He served as a partner at Kashi Enterprises, a partnership firm created in 2005. With more than 16 years of experience in management and Castings Industry, He played a pivotal role in the modernization and expansion of the company and is entrusted with the responsibility of looking after the overall management and operation of the company.

Mr. Devendra Kumar Agarwal, aged 67 years, is the Promoter and Non-Executive Director of the company. He has been appointed as Non-Executive Director on July 10, 2019. He has completed his Chemical Engineering from Kanpur University. He has vast experience of 33 Years in Castings Industries including Auto components castings and other castings. He has led the KVS Premier Group to remarkable growth and progress.

Ms. Rekha Agarwal, aged 62 years, is the Promoter and Non-Executive Director of the company. She has been appointed as Director on June 17, 2024. She has completed Master of Arts in English Literature from Rohilkhand University. (Bareilly) She had an experience of more than 6 years in managing company's CSR activities and is the Chairperson of KVS Premier Foundation.

Ms. Venu Jindal, aged 38 years, is the Promoter and Non-Executive Director of the company. She has been appointed as Director on June 17, 2024. She has more than 7 years' experience in Digital Marketing. She is a guiding force behind all the Corporate Digital Marketing Activities of the group.

Mr. Vivek Karnavat, aged 58 years, is the Independent Director of the company. He has completed Bachelor of Science from Jawaharlal Nehru University, New Delhi. He was commissioned in the Indian Navy as an Executive Branch officer in 1987. He specialised as a pilot (Air Force Academy, Dindigul) and further as a flying instructor (Flying Instructors' School, IAF, Tambram). The values instilled during the formative years at school (RIMC, Dehradun) and the National Defence Academy (NDA, Khadakvasla) were compounded over 35 years in the Indian Navy with a well-rounded exposure to flying, maritime operations, contracts management, investment management and administration.

He has led teams ranging from a few to a thousand plus personnel at different stages of his naval career. The learnings of strategy, tactics, planning, execution and risk management of the entire naval career were put to good use in administering the insurance scheme of the Indian Navy & Indian Coast Guard along with investing the ever-increasing corpus. His stint as a 'Capital Allocator' has given him well rounded insights into many industries & businesses in India. After superannuation from the Indian Navy, he is now involved in advisory and Board roles. He brings diverse perspectives to the table, helps in mitigating risks and encourages balanced decision-making that considers the potential impacts on all stakeholders

Mr. Madhup Misra, aged 61 years, is the Independent Director of the company. He has been appointed as Director on August 10, 2024. He is a Fellow Chartered Accountant with more than 21 years in manufacturing and marketing companies with exposure to Accounts, Indirect Taxation, GST, Inventory Control and Strategic planning as required including major raw material Procurement. His leadership and strategic vision are pivotal in enhancing the company's growth.

Note:

As on the date of this Draft Red Herring Prospectus:

- a) None of our Directors is or was a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been or were suspended from being traded on the BSE, during the term of their directorship in such company.
- b) None of the Directors are on the RBI List of wilful defaulters.
- c) None of our Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1) (III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

d) None of our Directors is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018. None of the above-mentioned Directors are on the RBI List of wilful defaulters as on the date of this Draft Red Herring Prospectus.

e) None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.

f) None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

ORGANISATIONAL CHART

Please refer to the Chapter “Our Business” on page no. 119 of this Draft Red Herring prospectus.

FAMILY RELATIONSHIP BETWEEN DIRECTORS

None of the Directors of the Company are related to each other as per Section 2(77) of the Companies Act, 2013:

S. No.	Name of the Director	Designation	Relationship with other Director
1.	Mr. Arpan Jindal	Managing Director	Son of Mr. Devendra Kumar Agarwal & Ms. Rekha Agarwal, and Spouse of Ms. Venu Jindal.
2.	Mr. Devendra Kumar Agarwal	Non-Executive Director	Father of Mr. Arpan Jindal and Spouse of Ms. Rekha Agarwal and Father-in-law of Ms. Venu Jindal.
3.	Ms. Rekha Agarwal	Non-Executive Director	Spouse of Mr. Devendra Kumar Agarwal and Mother of Mr. Arpan Jindal and Mother-in-Law of Ms. Venu Jindal
4.	Ms. Venu Jindal	Non-Executive Director	Spouse of Mr. Arpan Jindal and Daughter in law of Ms. Rekha Agarwal & Mr. Devendra Kumar Agarwal

Details of current and past directorship(s) in listed companies whose shares have been / were suspended from being traded on the stock exchanges and reasons for suspension.

None of our Directors is / was a director in any listed company during the last five years before the date of filing of this Draft Red Herring Prospectus, whose shares have been / were suspended from being traded on the any stock exchange.

Details of current and past directorship(s) in listed companies which have been/ were delisted from the stock exchange(s) and reasons for delisting.

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from any stock exchange.

Details of arrangement or understanding with major shareholders, consumers, suppliers or others,

pursuant to which of the Directors were selected as a director or member of senior management.

There are no arrangements or understandings with major shareholders, consumers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a director or member of the senior management.

TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS

i. Executive Directors

Name	Mr. Arpan Jindal
Designation	Managing Director (MD)
Period	5 Years from August 10, 2024
Date of Appointment as MD	10/08/2024
Remuneration paid (FY 2023-24)	Rs. 1,15,000 Per Month
Remuneration payable (FY 2024-25)	Rs. 2,25,000 Per Month
Perquisite	1.To use company car for official use. 2. Reimbursement of Medical Expenditure incurred in India. 3. Leave Travel Concession for self and Family once a year. 4. Other perquisites approved by the board.

ii. Non-Executive Directors and Independent Director

Non-Executive Non-Independent Directors and Independent Directors are not entitled to any remuneration except sitting fees for attending meetings of the Board, or of any committee of the Board. They are entitled to a sitting fee for attending the meeting of the Board and the Committee thereof respectively.

The independent directors of our Company through appointment letters would be entitled to a sitting fee of Rs. 20,000/- for attending every meeting of the Board and Rs. 20,000/- for attending every committee meeting.

Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.

SHAREHOLDING OF DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Draft Red Herring Prospectus:

Sr. No.	Name of the Directors	No. of Equity Shares held	% of pre-issue paid-up Equity Share capital in our Company
1.	Mr. Arpan Jindal	13,08,515	9.49%
2.	Mr. Devendra Kumar Agarwal	13,06,793	9.48%
3.	Ms. Venu Jindal	12,63,292	9.17%
4.	Ms. Rekha Agarwal	13,06,424	9.48%

INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances Provided to any body corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Issue. All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

Interest in promotion of Our Company

Except Promoters, none of our directors have any interest in the promotion of our Company.

Interest in the property of Our Company

Our directors have no interest in any property acquired by our Company neither in the preceding two years from the date of this Draft Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Draft Red Herring Prospectus. Our directors also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

Interest in the business of Our Company

Save and except as stated otherwise in “Related Party Transaction” in the chapter titled “*Financial Information*” beginning on page number 208 of this Draft Red Herring Prospectus, our directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

Details of service contracts

None of our directors have entered into any service contracts with our company except for acting in their individual capacity as director and no benefits are granted upon their termination from employment other than the statutory benefits provided by our company.

Except statutory benefits upon termination of their employment in our Company or retirement, no officer of our Company, including the directors and key Managerial personnel, are entitled to any benefits upon termination of or retirement from employment.

Bonus or profit-sharing plan for the directors

There is no bonus or profit-sharing plan for the Directors of our Company.

Contingent and deferred compensation payable to directors

No Director has received or is entitled to any contingent or deferred compensation.

Other indirect interest

Except as stated in chapter titled “*Restated Financial Statements*” beginning on page 208 of this Draft Red Herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our directors.

Borrowing power of the Board

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on September 10, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company have been authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 70 crores (Rupees Seventy Crores).

CHANGES IN THE BOARD FOR THE LAST THREE YEARS

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

Name of Director	Date of Event	Reason for Change
Ms. Rekha Agarwal	31/05/2024	Appointment as Additional Director.
Ms. Venu Jindal	31/05/2024	Appointment as Additional Director
Ms. Rekha Agarwal	17/06/2024	Change in Designation from Additional Director to Director.
Ms. Venu Jindal	17/06/2024	Change in Designation from Additional Director to Director.
Mr. Vivek Karnavat	08/07/2024	Appointment as Additional Director (Independent Director)
Mr. Madhup Misra	17/07/2024	Appointment as Additional Director (Independent Director)
Mr. Madhup Misra	10/08/2024	Change in Designation from Additional Director to Independent Director

Mr. Vivek Karnavat	10/08/2024	Change in Designation from Additional Director to Independent Director
Mr. Arpan Jindal	10/08/2024	Change in Designation from Director to Managing Director

Management Organizational Structure

For Management Organizational Structure please refer chapter titled “Our Business” on page number 119 of this Draft Red Herring Prospectus.

CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Draft Red Herring Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

AUDIT COMMITTEE

The Audit Committee was constituted *vide* Board resolution dated September 10, 2024, pursuant to Section 177 of the Companies Act, 2013. As on the date of this Draft Red Herring Prospectus, the Audit Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Madhup Misra	Chairman	Independent Director
Mr. Arpan Jindal	Member	Managing Director
Mr. Vivek Karnavat	Member	Independent Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The scope of Audit Committee shall include but shall not be restricted to the following:

1. Oversight the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
8. use/application of the funds raised through the proposed initial public offer by the Company;
9. Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
10. Scrutiny of inter-corporate loans and investments.
11. Valuation of undertakings or assets of the Company, wherever it is necessary.
12. Evaluation of internal financial controls and risk management systems.
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
14. 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.
15. Discussion with internal auditors on any significant findings and follow up thereon.
16. 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.
17. 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.
18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
19. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
21. Carrying out any other function as it mentioned in the terms of reference of the Audit Committee.

The Audit Committee enjoys following powers:

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives as it considers appropriate (and particularly head of the finance function) to be present at the meetings of the committee, but on the occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of the internal audit committee.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters/letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee and statement of deviations:
 - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
 - b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

Meetings and relevant quorum of the Audit Committee

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 shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

Removal or Ceasing as a Member of the Committee

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on September 10, 2024. As on the date of this Draft Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Vivek Karnavat	Chairman	Independent Director
Mr. Madhup Misra	Member	Independent Director
Mr. Arpan Jindal	Member	Managing Director

Our Company Secretary and Compliance Officer will act as the secretary of the Committee.

The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:

1. formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. for the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. Consider the time commitments of the candidates.
3. formulation of criteria for evaluation of the performance of independent directors and the Board;
4. devising a policy on diversity of our Board;
5. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
6. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
8. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
9. recommending to the Board, all remuneration, in whatever form, payable to senior management;
10. performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
11. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
12. analyzing, monitoring and reviewing various human resource and compensation matters;
13. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
14. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
 - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;

Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

Our Company Secretary and Compliance Officer will act as the secretary to the Nomination and Remuneration Committee.

Meetings and relevant quorum of the Nomination and Remuneration Committee

1. The committee shall meet as and when the need arises, subject to at least one meeting in a year.
2. The quorum for the meeting shall be either two members or one third of the total strength of the committee or two members, whichever is higher, with atleast One (1) Independent Director.

Removal or Ceasing as a Member of the Committee

1. Any members of this Committee may be removed or replaced by the Board of Directors at any time, by giving reasons thereof.
2. Any member of this committee ceasing to be a director shall also be ceased to be a member of this Committee.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee has been formed by the Board of Directors, at the meeting held on September 10, 2024. As on the date of this Draft Red Herring Prospectus the Stakeholder's Relationship Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Devendra Kumar Agarwal	Chairman	Non-Executive Director
Mr. Vivek Karnavat	Member	Independent Director
Mr. Arpan Jindal	Member	Managing Director

Our Company Secretary and Compliance officer will act as the secretary of the Committee.

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations, 2015 and Companies Act, 2013 shall be as under:

1. Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
5. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. To handle the grievances of the stakeholders in connection with the allotment and listing of shares;
7. Ensure proper and timely attendance and redressal of investor queries and grievances;
8. Carrying out any other functions contained in the Companies Act, 2013 and/or other documents (if applicable), as and when amended from time to time; and
9. To approve, register, refuse to register transfer or transmission of shares and other securities;
10. To review, approve or reject the request for split, sub-divide, consolidate, renewal and or replace any share or other securities certificate(s) of the Company;
11. To authorize affixation of common seal of the Company;

12. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
13. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
14. To dematerialize or rematerialize the issued shares;
15. To do all other acts and deeds as may be necessary or incidental to the above;
16. To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s); and
17. Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

Meetings of the Committee and relevant quorum

1. The Stakeholder Relationship Committee shall meet at least once in a year, and shall report to the Board on a quarterly basis regarding the status of redressal of the complaints received from the shareholders of the Company.

Removal or Ceasing as a Member of the Committee

1. Any members of this Committee may be removed or replaced by the Board of Directors at any time, by giving reasons thereof.
2. Any member of this committee ceasing to be a director shall also be ceased to be a member of this Committee.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

Compliance with SME Listing Regulations

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE.

KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

Name	: Mr. Arpan Jindal
Designation	: Managing Director
Date of Appointment as MD	: 10/08/2024
Term of Office	: 5 Years from 10/08/2024
Qualification	: Master of Business Administration
Overall Experience	: More than 16 Years' experience in Management and Castings Industry
Remuneration payable in F.Y. 2024-25)	: Rs. 2,25,000 Per Month
Name	: Ms. Shweta Mehrotra
Designation	: Company Secretary and Compliance Officer

Date of Appointment	:	30/07/2024
Qualification	:	Company Secretary
Previous Employment	:	PGT Economics at Vision Valley, Kashipur
Overall Experience	:	She is the Company Secretary of our company & has been appointed on 30/07/2024. She has an overall experience of 10 Years in the Secretarial Department.
Remuneration payable in F.Y. 2024-25)	:	Rs. 30,000 Per month
Name	:	Mr. Raj Kumar Arora
Designation	:	Chief Financial Officer
Date of Appointment	:	30/07/2024
Qualification	:	Bachelor of Law & Master of Business Administration
Previous Employment	:	Uniko Plast Private Limited as a General Manager
Overall Experience	:	More than 37 Years in Finance, Taxation, Management and Legal Matters
Remuneration payable in F.Y. 2024-25)	:	Rs. 9,00,000 per annum

Notes:

- All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no agreement or understanding with major shareholders, consumers, suppliers or others pursuant to which any of the above mentioned personnel was selected as a director or member of senior management.
- None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination from employment other than statutory benefits provided by our Company. However, our Company has appointed certain Key Managerial Personnel for which our company has not executed any formal service contracts; although they are abide by their terms of appointments.

FAMILY RELATIONSHIP BETWEEN KMP

None of the KMP of the Company are related to each other as per section 2(77) of the Companies Act, 2013.

BONUS AND/ OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

Our Company does not have any bonus and / or profit-sharing plan for the key managerial personnel.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel holds any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus except the following.

S. No.	Name of the Key Managerial Personnel	No. of Equity Shares held	% of pre-issue paid-up Equity % of Share capital in our Company
1.	Mr. Arpan Jindal	13,08,515	9.49%

INTEREST OF KEY MANAGERIAL PERSONNEL

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business.

CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL DURING THE LAST THREE YEARS

Following have been the changes in the Key Managerial Personnel (KMP) during the last three years:

Name of the Key Managerial Personnel	Date of Event	Reason for change
Mr. Raj Kumar Arora	30/07/2024	Appointment as Chief Financial Officer
Ms. Shweta Mehrotra	30/07/2024	Appointment as Company Secretary and Compliance Officer
Mr. Arpan Jindal	10/08/2024	Change in designation from Director to Managing Director

Note: 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.

SCHEME OF EMPLOYEE STOCK OPTIONS OR EMPLOYEE STOCK PURCHASE

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

LOANS TO KEY MANAGERIAL PERSONNEL

Except as provided in restated financial statement in the chapter “*Restated Financial Statements*” beginning on page 208 of the Draft Red Herring prospectus, there are no loans outstanding against the key managerial personnel as on the date of this Draft Red Herring Prospectus.

PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled “*Restated Financial Statements*” and the chapter titled “*Our Business*” beginning on pages 208 and 119 respectively of this Draft Red Herring Prospectus, we have not paid/given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Red Herring Prospectus.



RETIREMENT BENEFITS

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.

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OUR PROMOTERS

The Promoters of our Company are:

S. No.	Name	Category	No. of Shares
1.	Mr. Arpan Jindal	Individual	13,08,515
2.	Mr. Devendra Kumar Agarwal	Individual	13,06,793
3.	Ms. Rekha Agarwal	Individual	13,06,424
4.	Ms. Venu Jindal	Individual	12,63,292
5.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	Corporate Promoter	35,75,610

For details of the build-up of our promoters' shareholding in our Company, see section titled "Capital Structure" beginning on page 61 of this Draft Red Herring Prospectus.

Brief Profile of Our Individual Promoters is as under:

	<p>Mr. Arpan Jindal, aged 40 years, is the Promoter and Managing Director of our company. He has been appointed as Director of our company since incorporation and Managing Director from August 10, 2024. He has completed his Master of Business Administration from Amity University. He served as a partner at Kashi Enterprises, a partnership firm created in 2005. With more than 16 years of experience in Management and in Castings Industry, He played a pivotal role in the modernization and expansion of the company and is entrusted with the responsibility of looking after the overall management and operation of the company.</p>
Name	Mr. Arpan Jindal
Age	40 Years
Date of Birth	April 26, 1984
Address	530, Nand Niwas, Ramnagar Road, Kashipur, Udham Singh Nagar, Uttarakhand- 244713
PAN	AEXPJ9475M
Occupation	Business
Experience	More than 16 Years in Management and Casting Industries
No. of Equity Shares & % Of Shareholding (Pre-Issue)	13,08,515 (9.49% of Pre issue paid up capital)
Directorship & Other Ventures	<p>Indian Private Companies:</p> <ol style="list-style-type: none"> 1. M/s Devarpan Foods Private Limited 2. M/s KVS Ispat Private Limited 3. M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited 4. M/s Kashi Vishwanath Steels Private Limited 5. M/s Annapurna Steels Private Limited <p>Indian Public Companies: NIL</p>

	<p>Section 8 Companies: NIL</p> <p>Indian LLPs: 1. M/s KVS Infraatech LLP</p> <p>Other Entities: 1. M/s Arpan Jindal HUF</p>
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	<p>Mr. Devendra Kumar Agarwal, aged 67 years, is the Promoter and Non-Executive Director of the company. He has been appointed as Non-Executive Director on July 10, 2019. He has completed his Chemical Engineering from Kanpur University. He has vast experience of 33 Years in Castings Industries including Auto components castings and other castings. He has led the KVS Premier Group to remarkable growth and progress.</p>
Name	Mr. Devendra Kumar Agarwal
Age	67 Years
Date of Birth	June 17, 1957
Address	530, Nand Niwas, Ramnagar Road, Katoratal Poorvi, Kashipur, Udham Singh Nagar, Uttarakhand- 244713
PAN	AAOPA4353Q
Occupation	Business
Experience	33 Years in Castings Industries including Auto components castings and other castings
No. of Equity Shares & % Of Shareholding (Pre-Issue)	13,06,793 (9.48% of Pre issue paid up capital)
Directorship & Other Ventures	<p>Indian Private Companies:</p> <ol style="list-style-type: none"> 1. M/s KVS Ispat Private Limited 2. M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited 3. M/s Kashi Vishwanath Steels Private Limited 4. M/s Annapurna Steels Private Limited 5. M/s Devarpan Food Private Limited <p>Indian Public Companies: NIL</p> <p>Section 8 Companies: NIL</p> <p>Indian LLPs: 1. M/s KVS Infraatech LLP</p> <p>Other Entities:</p>

1. M/s Devendra Kumar Agarwal HUF



Ms. Rekha Agarwal, aged 62 years, is the Promoter and Non-Executive Director of the company. She has been appointed as Director on June 17, 2024. She has completed Master of Arts in English Literature from Rohilkhand University (Bareilly) . She has more than 6 years' experience in managing the company's CSR activities and is the Chairperson of KVS Premier Foundation.

Name	Ms. Rekha Agarwal
Age	62 Years
Date of Birth	December 10, 1961
Address	530, Nand Niwas, Ramnagar Road, Katoratal Poorvi, Kashipur, Udham Singh Nagar, Uttarakhand- 244713
PAN	ABIPA1534G
Occupation	Business
Experience	More than 6 years in Managing Company's CSR Activities
No. of Equity Shares & % Of Shareholding (Pre-Issue)	13,06,424 (9.48% of Pre issue paid up capital)
Directorship & Other Ventures	<p>Indian Private Companies: NIL</p> <p>Indian Public Companies: NIL</p> <p>Section 8 Companies: NIL</p> <p>Indian LLPs: NIL</p>



Ms. Venu Jindal, aged 38 years, is the Promoter and Non-Executive Director of the company. She has been appointed as Director on June 17, 2024. She has more than 7 years' experience in Digital Marketing. She is a guiding force behind all the Corporate Digital Marketing Activities of the group.

Name	Ms. Venu Jindal
Age	38 Years
Date of Birth	June 07, 1986
Address	530, Nand Niwas, Ramnagar Road, Katoratal Poorvi, Kashipur, Udham Singh Nagar, Uttarakhand- 244713
PAN	AIXPB9932D
Occupation	Business
Experience	More than 7 years' experience in Digital Marketing

No. of Equity Shares & % Of Shareholding (Pre-Issue)	12,63,292 (9.17% of Pre issue paid up capital)
Directorship & Other Ventures	<p>Indian Private Companies: NIL</p> <p>Indian Public Companies: NIL</p> <p>Section 8 Companies: NIL</p> <p>Indian LLPs: NIL</p>
Corporate Promoter	
M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited was incorporated in 2004 as a Public Limited company under Companies Act, 1956. Subsequently the company converted into Private Limited, and name of the Company changed from “M/s Kumaun Garhwal Infrastructural Industrial Corporation Limited” to “M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited”. The company is in the business of Infrastructural Projects. As on the date of this draft red herring prospectus, it holds 35,75,610 Equity shares of our company which constitutes 25.94% of the total pre-issue share capital of our Company.
CIN	U45202DL2004PTC126897
PAN	AACCK6286B
Incorporation Date	11/06/2004
Registered Office Address	D-6, Block-D, Vivek Vihar, Ph-I, East Delhi, Delhi, India, 110095
Present Business Activities	<ol style="list-style-type: none"> 1. To act as developer, promoter, converter of land and other infrastructure facilities viz. development, sale purchase of industrial estate and land, to construct and develop bridges, roads, colonies, power line, markets, educational institutions, tourist spots, buildings, industrial structure and other relevant activities for promotion and growth of national economy. 2. To set up basic industries supporting infrastructure development viz. casting, forging rolling, re-rolling industries of ferrous and non-ferrous metals, to set up the business as manufacturer of all kinds of paper, boards and pulps including writing, printing, absorbent, filter, packaging papers, to establish business of combers, spinners, weavers, knitters, manufacturers, dyers, bleachers or otherwise processors of any fibrous or textile material made of and man-made fibres including manufacturers, processors of fabric, garments and other items made of fabrics to establish detergent based industries including detergent cake, detergent powers, cleaners, liquid soap, bath soaps. 3. To carry on the business of farming, horticulture, floriculture, cultivator, tissue culture of all kind of field grains, trees, plants, shrubs, herbs, seeds, fruits and other agro based products including processing and packaging of such edible and non edible products, oils.

	<p>4. To set up power generation facility and power distribution system to feed power to infrastructure facilities and also for feed into grid for sale of power and for any other purpose.</p> <p>5. To engage in mining business.</p> <p>6. To act as consultants in respect to the matters referred to in the above clause 1 to 5.</p>
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Details of Change in Control

There has been no change in the control or management of M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited during last three years immediately preceding the filing of the Draft Red Herring Prospectus.

Details of Change in Activity

M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited has not changed its activities from the date of its incorporation.

Details of Promoters

The Promoters of M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited are:

S. No.	Name	No. of Shares	% of total shares
1.	Mr. Devendra Kumar Agarwal	35,000	1.29
2.	Mr. Arpan Jindal	5,000	0.18

Board of Directors

The Directors of M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited as on the date of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the Directors	Designation
1.	Mr. Devendra Kumar Agarwal	Director
2.	Mr. Arpan Jindal	Director
3.	Mr. Mithlesh Kumar Agarwal	Director

Shareholding Pattern

The shareholding pattern of M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited as on March 31, 2024, is as follows:

S.No.	Name of the Shareholders	No. of Shares	% of total holding
1.	M/s Kashi Vishwanath Steels Private Limited	12,55,000	46.13%
2.	M/s Annapurna Steels Private Limited	14,10,900	51.86%
3.	M/s KVS Castings Private Limited	4,500	0.17%
4.	Mr. Devendra Kumar Agarwal	35,000	1.29%
5.	Ms. Rekha Agarwal	5,000	0.18%
6.	Mr. Arpan Jindal	5,000	0.18%
7.	Ms. Venu Jindal	5,000	0.18%
Total		27,20,400	100%

Financial Performance on Standalone Basis

Certain details of the financials of M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited are set forth below:

(Rupees in Lakhs)

Particulars	2023-2024	2022-2023	2021-2022
Total Income	4.93	6.25	36.63
Net Profit/ (Loss)	3.11	4.67	(57.38)
Share Capital	272.04	272.04	272.04
Reserve and Surplus	300.13	297.01	292.33
Net Worth	572.17	569.05	564.37
NAV per shares (in rupees)	21.03	20.92	20.75
Earnings Per Share (EPS) (in rupees)			
• Basic	0.11	0.17	(2.11)
• Diluted	0.11	0.17	(2.11)
No. of Equity Shares of Rs. 10/- each (in numbers)	27,20,400	27,20,400	27,20,400

Our Company confirms that the Permanent Account Number, Bank Account Number and Company registration Number of M/s Kashi Vishwanath Steels Private Limited along with the address of the Registrar of Companies where it was registered, shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus

Relationship of Promoters with our Directors

Our Promoters are part of our board of directors. Except as disclosed herein, none of our Promoter(s) are related to any of our Company's Directors within the meaning of Section 2(77) of the Companies Act, 2013.

Name of Promoter	Name of the Director	Designation	Relation
Mr. Arpan Jindal	Mr. Devendra Kumar Agarwal	Director	Son
Mr. Arpan Jindal	Ms. Rekha Agarwal	Director	Son
Mr. Arpan Jindal	Ms. Venu Jindal	Director	Spouse
Mr. Devendra Kumar Agarwal	Mr. Arpan Jindal	Managing Director	Father
Mr. Devendra Kumar Agarwal	Ms. Rekha Agarwal	Director	Spouse
Mr. Devendra Kumar Agarwal	Ms. Venu Jindal	Director	Father-in-law

Ms. Rekha Agarwal	Mr. Arpan Jindal	Managing Director	Mother
Ms. Rekha Agarwal	Mr. Devendra Kumar Agarwal	Director	Spouse
Ms. Rekha Agarwal	Ms. Venu Jindal	Director	Mother-in-law
Ms. Venu Jindal	Mr. Arpan Jindal	Managing Director	Spouse
Ms. Venu Jindal	Mr. Devendra Kumar Agarwal	Director	Daughter-in-law
Ms. Venu Jindal	Ms. Rekha Agarwal	Director	Daughter-in-law

OTHER UNDERTAKINGS AND CONFIRMATIONS

- Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhar, Driving License and Passport Number of the Promoters will be submitted to the SME Platform of BSE, where the securities of our Company are proposed to be listed at the time of submission of Draft Red Herring Prospectus.
- Our Promoters have confirmed that they have not been identified as wilful defaulters.
- No violations of securities laws have been committed by our Promoters in the past or are currently pending against them.
- None of our Promoters 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.

INTEREST OF PROMOTERS

Interest in promotion of Our Company

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder of our Company and having significant control over the management and influencing policy decisions of our Company.

Interest in the property of Our Company

The registered office and manufacturing plant Unit-1 situated at Plot No B-25 & 26, Government Industrial Area, Bazpur Road, Kashipur-244713, (U S Nagar) Uttarakhand is owned by M/s Kumaon Plastic Weavers & Laminators, Sole Proprietorship of Mr. Devendra Kumar Agarwal, Promoter and Non- Executive Director of the Company.

Except disclosed above, none of our promoters are interested in the property of our company. Furthermore, our promoters have no interest in any property acquired by our Company neither in the preceding two years from the date of this Draft Red Herring Prospectus nor in the property proposed to be acquired by our Company as on the date of filing of this Draft Red Herring Prospectus. Our Promoters also do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

Interest as member of Our Company

Our Promoters jointly hold 87,60,634 Equity Shares aggregating to 65.83% of pre-issue Equity Share Capital in our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company. Except to the extent of their respective shareholding in our Company and benefits provided to promoters given in the chapter titled “Our Management” beginning on page number 166 of this Draft Red Herring Prospectus, our Promoters hold no other interest in our Company.

Interest as Director of our Company

Except as stated in the “*Related Party Transactions*” in the chapter Financial Statement as Restated on page number 208 of the Draft Red Herring Prospectus, our Promoters / Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of our AOA.

OTHER VENTURES OF OUR PROMOTERS

Save and except as disclosed in the chapters titled “*Our Group Companies*” beginning on page 195 of the Draft Red Herring Prospectus, there are no other ventures of our Promoters in which they have business interests/other interests.

CHANGE IN THE CONTROL OF OUR COMPANY

Our Promoters, Mr. Arpan Jindal, Mr. Devendra Kumar Agarwal and M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited are the subscriber to the memorandum of association. Further Ms. Rekha Jindal and Ms. Venu Jindal become promoters of our company for future growth and equitable decisions. As on date of this Draft Red Herring Prospectus Our company have 4 Individual Promoters and 1 Corporate Promoter.

EXPERIENCE OF PROMOTERS IN THE LINE OF BUSINESS

Our Individual Promoters Mr. Arpan Jindal and Mr. Devendra Kumar Agarwal, have 16 years and 33 years of experience in the Casting Industries including automobile castings and other castings. The Company shall also endeavour to ensure that relevant professional help is sought as and when required in the future.

LITIGATION INVOLVING OUR PROMOTERS

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 227 of this Draft Red Herring Prospectus.

PAYMENT OF BENEFITS TO OUR PROMOTERS AND PROMOTER GROUP DURING THE LAST TWO YEARS

Save and except as disclosed under “*Statement of Related Party Transactions*”, as Restated appearing in chapter “*Restated Financial Statements*” beginning on page number 208 of the Draft Red Herring Prospectus, there has been no Payment or benefit to promoters during the two (2) years preceding the date of filing of this Draft Red

Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Draft Red Herring Prospectus.

COMPANIES / FIRMS FROM WHICH THE PROMOTER HAVE DISASSOCIATED THEMSELVES IN THE LAST (3) THREE YEARS

Our Promoters (Mr. Arpan Jindal, Mr. Devendra Kumar Agarwal, Ms. Rekha Agarwal and Ms. Venu Jindal) have not disassociated themselves from any of the Companies, Firms or other entities during the last three years preceding the date of this Draft Red herring Prospectus.

Other Confirmations

As on the date of this Draft Red Herring Prospectus, our Promoters and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoters were not and are not promoters or persons in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our Promoters during the last five (5) years preceding the date of this Draft Red Herring Prospectus, except as disclosed under chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 227 of this Draft Red Herring Prospectus.

Our Promoters and members of our Promoter Group have neither been declared as a wilful defaulters nor as a fugitive economic offender as defined under the SEBI (ICDR) Regulations, and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against our Promoters.

Guarantees

Except as stated in the section titled “*Restated Financial Statements*” beginning on page 208 of this Draft Red Herring Prospectus, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Red Herring Prospectus.

Related Party Transactions

For details of related party transactions entered into by our Company, please refer to “*Statement of Related Party Transactions*”, as Restated appearing in the section titled “*Restated Financial Statements*” beginning on page 208 of the Draft Red Herring Prospectus.

Information of our group companies

For details related to our group companies please refer “Our Group Companies” on page no. 195 of this Draft Red Herring Prospectus.

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

None of our promoters have disassociated themselves from any entities/firms during the preceding three years.

OUR PROMOTER GROUP

Our Promoters and Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations is as under

A. Natural Persons who form part of our Promoter Group:

The following natural persons being the immediate relatives of our Promoters in terms of the SEBI (ICDR) Regulations 2018 form part of our Promoter Group:

Promoters	<i>Mr. Arpan Jindal</i>	<i>Mr. Devendra Kumar Agarwal</i>	<i>Ms. Rekha Agarwal</i>	<i>Ms. Venu Jindal</i>
Father	Mr. Devendra Kumar Agarwal	Late Mithlesh Kumar Agarwal	Mr. Raj Kumar Agarwal	Mr. Umesh Kumar Agarwal
Mother	Ms. Rekha Agarwal	Late Vinod Devi	Ms. Satyawati Devi	Ms. Rajni
Spouse	Ms. Venu Jindal	Ms. Rekha Agarwal	Mr. Devendra Kumar Agarwal	Mr. Arpan Jindal
Brothers	NA	Mr. Yogesh Kumar Jindal	Mr. Ravi Prakash Agarwal	Mr. Raghav Bansal
		Mr. Yogendra Kumar Jindal	Mr. Naveen Prakash Agarwal	
Sister	Ms. Shivangi Jindal	NA	NA	Mr. Garvita Mangal
Son	Master Avirat Jindal	Mr. Arpan Jindal	Mr. Arpan Jindal	Master Avirat Jindal
Daughters	Avika Jindal	Ms. Shivangi Jindal	Ms. Shivangi Jindal	Ms. Avika Jindal
Spouse Father	Mr. Umesh Kumar Agarwal	Mr. Raj Kumar Agarwal	Late Mithlesh Kumar Agarwal	Mr. Devendra Kumar Agarwal
Spouse Mother	Ms. Rajni Agrawal	Ms. Satyawati Devi	Late Vinod Devi	Ms. Rekha Agarwal
Spouse Brother	Mr. Raghav Bansal	Mr. Ravi Prakash Agarwal	Mr. Yogesh Kumar Jindal	NA
		Mr. Naveen Prakash Agarwal	Mr. Yogendra Kumar Jindal	
Spouse Sister	Ms. Garvita Mangal	NA	NA	Ms. Shivangi Jindal

B. Companies, partnership and proprietorship firms forming part of our Promoter Group are as follows:

Nature of Relationship	Name of Entities
Subsidiary of our Promoter Company i.e. M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	Nil

Holding company of our Promoter Company i.e. M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	1. M/s Annapurna Steels Private Limited
Anybody corporate in which the promoter holds twenty per cent. or more of the equity share capital; and/or anybody corporate which holds twenty per cent. or more of the equity share capital of the promoter	1. M/s KVS Ispat Private Limited 2. M/s Kashi Vishwanath Steel Private Limited 3. M/s KVS Castings Private Limited 4. M/s KVS Infraatech LLP

C. Companies, partnership and proprietorship firms forming part of our Promoter Group are as follows:

Particulars	Entity
Any body corporate in which 20% or more of the share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoters or any one or more of his immediate relative is a member.	1. M/s Kashi Vishwanath Steels Private Limited 2. M/s Annapurna Steels Private Limited 3. M/s Devarpan Foods Private Limited 4. M/s KVS Infraatech LLP
Any body corporate in which a body corporate (mentioned above) holds 20% of the total holding	1. M/s Kashi Vishwanath Steels Private Limited 2. M/s Annapurna Steels Private Limited 3. M/s KVS Castings Limited 4. M/s Devarpan Foods Private Limited 5. M/s KVS Ispat Private Limited
Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital	1. M/s Arpan Jindal HUF 2. M/s Devendra Kumar Agarwal HUF

COMMON PURSUITS OF OUR PROMOTERS

None of our promoter Group companies have business objects similar to our business. However, If any conflict of interest arises it may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

This space has been left blank intentionally.

OUR GROUP COMPANIES

As per the Regulation 2 (t) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and on the basis of Indian Accounting Standard (Ind-AS) 110 (Consolidated Financial Statements) below mentioned are the details of Companies / Entities are the part of our group entities. No equity shares of our group entities are listed on any of the stock exchange, and they have not made any public or rights issue of securities in the preceding three years.

B. The Group Companies of our Company are as follows:

1. M/s Annapurna Steels Private Limited
2. M/s Devarpan Foods Private Limited
3. M/s Kashi Vishwanath Steels Private Limited
4. M/s KVS Ispat Private Limited
5. M/s Kumaon Plastic Weavers & Laminators
6. M/s KVS Infraatech LLP.

The details of our Group entities are provided as follows:

1. M/s Annapurna Steels Private Limited

Corporate Information

Name	M/s Annapurna Steels Private Limited
CIN	U74899DL1985PTC021935
Date of Registration	05/09/1985
Registered office	D-6, Block-D, Vivek Vihar, Ph-I, East Delhi, India, 110095

Main Object of the Company

1. To set up steel furnaces and continuous casting forging rolling and re-rolling, mill plant for producing and manufacturing of steel and alloy steel ingots, steel and alloy steel billets and all kinds & sizes of re rolled sections i.e. flats, angles, rounds, squares, hexagon, octagons, rails joints, channel, steel strips, sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shavings and steel structurals, and all types of steel items.
2. To carry on all or any type of business of manufacture processors, importers, exporters of and dealers in all kinds of ferrous and non-ferrous materials mean for any industrial or non industrial use what so ever and to carry on the business in cold or hot rolling re rolling sitting edge-milling, sheeting, stamping, pressing, extruding forging drawing, straightening, heat treatment of all kinds of steel and other metals or any other kind of steel and other metals or any other kind of scrolls, sheets, taces wires or any other sections shapes or forms.
3. To carry on business of manufacturing trading import and export of all or any kind of iron and steel founders, steel melters, steel makers, steel shapers, manufacturers and mechanical engineers and fabricators, contractors tools makers, brass founders, metal workers, manufacturers of steel metal and malleable grey, casting including ferrous, non ferrous, special and alloy steel, paring steel, forging quality steel manufacturers, processors of all types of forged components and accessories, alloy nuts, bolt steel, rounder nail tools, types of hardware items, plate makers, wire drawers tube manufacturers, galvanisers, Japanese, rerolling arinealors, enamelters and electroplaters.
4. To search prospect, win, work, get, raise, quarry, smelt, refine, dress, manufacture, manipulate, convert, make merchantable, sell, buy import, export or otherwise deal in iron ore, all kinds of metals, mettalligerous ores

and all other mineral and substances whatsoever and to manufacture sell buy import, export or otherwise deal in any of such articles and commodities

5. To act as consultants in matter referred to in clause (1) to (4) above.

Board of Directors

The Directors of M/s Annapurna Steels Private Limited as on the date of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the Directors	Designation
1.	Mr. Arpan Jindal	Director
2.	Mr. Devendra Kumar Agarwal	Director
3.	Mr. Puneet Mohindra	Director
4.	Mr. Braham Parkash Goel	Director

Shareholding Pattern

The shareholding pattern of M/s Annapurna Steels Private Limited as on March 31, 2024, is as follows:

S. No.	Name of the Equity Shareholders	No. of Shares	% of total holding
1.	M/s Kashi Vishwanath Steels Private Limited	33,410	58.78%
2.	M/s KVS Castings Private Limited	675	1.19%
3.	Mr. Devendra Kumar Agarwal	11,726	20.63%
4.	Ms. Rekha Agarwal	1,752	3.08%
5.	Mr. Arpan Jindal	3,065	5.39%
6.	Ms. Venu Jindal	2,191	3.85%
7.	M/s Arpan Jindal HUF	4,019	7.07%
Total		56,838	100%

S. No.	Name of the Preference Shareholders	No. of Shares	% of total holding
1.	Mr. Devendra Kumar Agarwal	507	72.64%
2.	Ms. Rekha Agarwal	91	13.04%
3.	Mr. Arpan Jindal	66	9.46%
4.	Ms. Venu Jindal	34	4.87%
Total		698	100%

Financial Performance

Certain details of the financials of M/s Annapurna Steels Private Limited are set forth below:

(Rupees in Lakhs)

Particulars	2023-2024	2022-2023	2021-2022
Total Income	9.73	5.00	26.93
Net Profit/ (Loss)	7.52	3.07	(27.72)
Share Capital	57.53	57.53	57.53
Reserve and Surplus	522.79	515.26	512.19
Net Worth	580.33	572.79	569.72

NAV per shares (in rupees)	1008.64	995.53	990.20
Earnings Per Share (EPS) (in rupees)			
• Basic	13.24	5.41	(48.78)
• Diluted	13.24	5.41	(48.78)
No. of Equity Shares of Rs. 100/- each (in numbers)	56,838	56,838	56,838
No. of Preference Share of Rs. 100/- each (in numbers)	698	698	698

2. M/s Devarpan Foods Private Limited

Corporate Information

Name	M/s Devarpan Foods Private Limited
CIN	U15316DL2016PTC306040
Date of Registration	19/09/2016
Registered office	D-6, Vivek Vihar, Shahdara, East Delhi, India, 110092

Main Object of the Company

1. To carry on the business of process, produce, mix, pack, repack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in fruits, vegetables, wheat, gram, other grains and cereals, dal, besan, maida, atta, sooji and other such products like cakes, Bread, biscuits and other baked foods, fried and roasted snacks, ready to eat foods, fruit juices, preserved fruits and other foods, tea, coffee, noodles, pasta, packaged food, dry fruits packaged, coated, roasted, salted, in raw form, flakes, dalia and confectionary from flours of all kinds and description or from fruits and vegetables and to setup factories or mills for the manufacture thereof as well as to carry on the business of producing, extracting, refining, storing, exporting, importing, transporting and dealing in flours of all kinds and description whatsoever and processing and storing of fruits, vegetables and all type of agri based products in and outside India.
2. To carry on the business of processing, farming, manufacturing, distributorship, agency, broker, factors, stockiest, importer and otherwise deal in all kinds of organic and inorganic foods products and drinking products, mineral water, soft drinks, aerated mineral water, fruit drinks, artificial flavored drinks, condensed milk and drinking products of all kinds and consumable provision of every description for human consumption.
3. To act as consultants in the matter referred in the matters to in the object clause.

Board of Directors

The Directors of M/s Devarpan Foods Private Limited as on the date of this Draft Red Herring Prospectus are as follows:

S.No.	Name of the Directors	Designation
1.	Mr. Arpan Jindal	Managing Director
2.	Mr. Braham Parkash Goel	Director
3.	Mr. Devendra Kumar Agarwal	Director
4.	Mr. Puneet Mohindra	Director

Shareholding Pattern

The shareholding pattern of M/s Devarpan Foods Private Limited as on March 31, 2024 is as follows:

S. No.	Name of the Shareholders	No. of Shares	% of total holding
1.	Mr. Devendra Kumar Agarwal	7,79,890	9.54%
2.	Mr. Arpan Jindal	7,79,890	9.54%
3.	M/s Kashi Vishwanath Steels Limited	53,89,800	65.90%
4.	Ms. Rekha Agarwal	3,90,000	4.77%
5.	Ms. Venu Jindal	4,78,000	5.84%
6.	M/s KVS Castings Private Limited	3,61,400	4.42%
7.	M/s KVS Infraatech LLP	100	0.00%
8.	M/s Devendra Kumar Agarwal HUF	10	0.00%
9.	M/s Arpan Jindal HUF	10	0.00%
TOTAL		81,79,200	100.00%

Financial Performance

Certain details of the financials of M/s Devarpan Foods Private Limited are set forth below:

(Rupees in Lakhs)

Particulars	2023-2024	2022-2023	2021-2022
Total Income	9,428.41	11,647.55	10,374.02
Net Profit/ (Loss)	327.02	384.79	221.39
Share Capital	817.92	817.92	606.70
Reserve and Surplus	2,068.68	1,741.65	723.20
Net Worth	2,886.60	2,559.57	1,329.90
NAV per shares (in rupees)	35.29	31.29	21.92
Earnings Per Share (EPS) (in rupees)			
• Basic	4.00	5.61	3.65
• Diluted	4.00	5.61	3.65
No. of Equity Shares of Rs. 10/- each (in numbers)	81,79,200	81,79,200	60,67,000

3. M/s Kashi Vishwanath Steels Private Limited

Corporate Information

Name	M/s Kashi Vishwanath Steels Private Limited
CIN	U64201DL1985PTC021933
Date of Registration	05/09/1985
Registered office	D-6, Block-D, Vivek Vihar, Ph-I, East Delhi, New Delhi, Delhi, India, 110095

Main Object of the Company

- To set up steel furnaces and continuous casting forging rolling and re-rolling mill plant for producing and manufacturing of steel and alloy steel ingets, steel and alloy steel billets and all kinds & sizes of re rolled sections

i.e. flats, angles, rounds, squares, hexagon, octagons, rails joints, channel, steel strips, sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shaftings and steel structurals, and all types of steel items.

2. To carry on all or any type of business of manufacture processors, importers, exporters of and dealers in all kinds of ferrous and non ferrous materials mean for any industrial or non industrial use what so ever and to carry on the business in cold or hot rolling re rolling sitting edge-milling, sheeting, stamping, pressing, extruding forging drawing, straightening, heat treatment of all kinds of steel and other metals or any other kind of steel and other metals or any other kind of scrolls, sheets, taces wires or any other sections shapes or forms.
3. To carry on business of manufacturing trading import and export of all or any kind of iron and steel founders, steel melters, steel makers, steel shapers, manufacturers and mechanical engineers and fabricators, contractors tools makers, brass founders, metal workers, manufacturers of steel metal and malleable grey, casting including ferrous, non ferrous, special and alloy steel, paring steel, forging quality steel manufacturers, processors of all types of forged components and accessories, alloy nuts, bolt steel, rounder nail tools, types of hardware items, plate makers, wire drawers tube manufacturers, glavanisers, Japanese, rerolling annealors, enamelters and electroplater.
4. To search prospect, win, work, get, raise, quarry, smelt, refine, dress, manufacture, manipulate, convert, make merchantable, sell, buy import, export or otherwise deal in iron ore, all kinds of metals, mettalligerous ores and all other mineral and substances whatsoever and to manufacture sell buy import, export or otherwise deal in any of such articles and commodities.
5. To act as consultants in matter referred to in clause (1)to (4) above.
6. To undertake and transact all kinds of agency business and to carry on and promote any business, commercial or otherwise under sound principles and to act as distributors agents, underwriters, brokers estate agents, insurance broker, middleman, contract man, representatives, and indenting agents or commission basis, as may be deemed fit in all commodities, merchandise, and other allied/articles and lines of business.
7. To set up power generation facility and power distribution system to feed power to infrastructure facilities and also for feed into grid for sale of power and for any other purpose.
8. To engage in mining business.
9. To act as consultants in respect to the matters referred to in clause 7 & 8.

Board of Directors

The Directors of M/s Kashi Vishwanath Steels Private Limited as on the date of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the Directors	Designation
1.	Mr. Arpan Jindal	Director
2.	Mr. Braham Parkash Goel	Director
3.	Mr. Devendra Kumar Agarwal	Managing Director
4.	Mr. Puneet Mohindra	Director

Shareholding Pattern

The shareholding pattern of M/s Kashi Vishwanath Steels Private Limited as on March 31, 2023 is as follows:

S. No.	Name of the Shareholders	No. of Shares	% of total holding
1.	Mr. Devendra Kumar Agarwal	56,886	71%
2.	Ms. Rekha Agarwal	14,529	18%
3.	Mr. Arpan Jindal	4,281	5%
4.	Ms. Venu Jindal	1,640	2%
5.	M/s Arpan Jindal HUF	1,400	2%
6.	M/s Annapurna Steels Private Limited	395	Nil
7.	M/s Kumaun Garwal Infrastructural Industrial Corporation Private Limited	533	1%
Total		79,664	100%

Financial Performance

Certain details of the financials of M/s Kashi Vishwanath Steels Private Limited are set forth below:

(Rupees in Lakhs)

Particulars	2023-2024	2022-2023	2021-2022
Total Income	38,890.64	44,307.69	37,833.39
Net Profit/ (Loss)	585.88	576.79	695.67
Share Capital	79.66	79.66	79.66
Reserve and Surplus	9,475.30	8,889.42	8,321.62
Net Worth	9,554.96	8,969.08	8,392.28
NAV per shares (in rupees)	11,994.07	11,258.64	10,534.60
Earnings Per Share (EPS) (in rupees)			
• Basic	735.44	724.03	873.29
• Diluted	735.44	724.03	873.29
No. of Equity Shares of Rs. 100/- each (in numbers)	75,527	75,527	75,527
No. of Equity Shares having differential Right of Rs. 100/- each (in numbers)	4,137	4,137	4,137

4. M/s KVS ISPAT Private Limited

Corporate Information

Name	M/s KVS ISPAT Private Limited
CIN	U27106DL2008PTC177615
Date of Registration	05/05/2008
Registered office	D-6, Block-D, Vivek Vihar, Ph-I, East Delhi, New Delhi, Delhi, India, 110095

Main Object of the Company

- To carry on business to promote, market, advertise, develop, create, design, display, lease, underwrite and to act as agent, broker, sponsor, demonstrator, buyer, seller, consultants or otherwise to deal in brand names and to do all incidental acts things necessary for the attainment of the above objects.
- To carry on the business of Producing and manufacturing of steel and alloy steel ingots, steel and alloy Steel billets, and all kinds & sizes of re-rolled sections, i.e. flats, angles, rounds, squares, hexagon, octagons, rails,

joints, channels, steel strips, sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shaftings and steel structurals and all types of steel items. e.t.c.

3. To carry on the business as buyers, exporters, distribution agents commission agents, brokers, factors stockists, agents and dealers of engineering goods, plant and machinery, equipments, automobile parts, accessories, machine tools, hand tools, small tools, metals, alloys, iron pipes, pipe fittings, nuts and bolts, steel and stainless steel and other iron products, iron ores and scraps, metallurgical residues, sanitary-wares and fittings and to act as agents and representatives for local and overseas parties in connection with these businesses.
4. To carry on the business of manufacturers of, dealers in, exporters and importers of, all varieties of steel, special steel, carbon steel, tool alloy steel, mild steel and any other kind and grades of steel and to carry on and execute the work of steel engineers including manufacturing and dealing in steel billets, steel rods, steel ingots, steel sheets, steel wires and in all kinds of steel products whether forged, rolled or drawn and consequently to manufacture, sell & deal in all or any of the by-products which will be obtained in the process of manufacturing these steel products.
5. To carry on the business of miners importers and exporters in and dealers in iron ores, chromium ores magnesite ores, thorium, uranium, asbestos, nickel, copper lead, tin, bauxite ores and all ferrous ores of every description and grades whatsoever in any part of country and to carry on the business of processing, cleaning, melting, forging, grading and machining to convert the ores into marketable metals.
6. To manufacture, deal, import and export pig iron, iron scrap, sponge iron, ferro silicon, ferro chrome ferrous substances and metals of every descriptions and grades and to manufacture, deal import & export all kind and varieties of non ferrous raw metals such as aluminium, copper, tin lead etc. and the by-products obtained in processing and manufacturing these raw metals.
7. To set up steel furnaces and continuous and casting and rolling mill plant for producing steel ingots, billets and all kinds and all sizes of rerolled sections, i.e. flats, angles, rounds squares, rails, joints, channels, steel strips, sheets, plates, deformed bars, plain and cold twisted bars, shaftings and steel structurals.

Board of Directors

The Directors of M/s KVS ISPAT Private Limited as on the date of this Draft Red Herring Prospectus are as follows:

S.No.	Name of the Directors	Designation
1.	Mr. Mithlesh Kumar Agarwal	Director
2.	Mr. Devendra Kumar Agarwal	Director
3.	Mr. Arpan Jindal	Director

Shareholding Pattern

The shareholding pattern of M/s KVS ISPAT Private Limited as on March 31, 2024, is as follows:

S.No.	Name of the Shareholders	No. of Shares	% of total holding
1.	M/s Kashi Vishwanath Steels Private Limited	17,000	7.52%
2.	M/s Anapurna Steels Private Limited	1,05,500	46.68%
3.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	54,000	23.89%
4.	M/s KVS Castings Private Limited	38,500	17.04%
5.	Mr. Devendra Kumar Agarwal	5,700	2.52%
6.	Ms. Rekha Agarwal	200	0.09%

7.	Mr. Arpan Jindal	5,000	2.21%
8.	Ms. Venu Jindal	100	0.04%
Total		2,26,000	100%

Financial Performance

Certain details of the financials of M/s KVS ISPAT Private Limited are set forth below:

(Rupees in Lakhs)

Particulars	2023-2024	2022-2023	2021-2022
Total Income	4.40	4.38	4.33
Net Profit/ (Loss)	0.07	0.06	0.06
Share Capital	22.60	22.60	22.60
Reserve and Surplus	(23.78)	(23.86)	(23.92)
Net Worth	(1.18)	(1.26)	(1.32)
NAV per shares (in rupees)	(0.52)	(0.56)	(0.58)
Earnings Per Share (EPS) (in rupees)			
• Basic	0.03	0.03	0.03
• Diluted	0.03	0.03	0.03
No. of Equity Shares of Rs. 10/- each (in numbers)	2,26,000	2,26,000	2,26,000

5. M/s Kumaon Plastic Weavers & Laminators

Name	M/s Kumaon Plastic Weavers & Laminators
Type of Organization	Sole Proprietorship
Name of Sole Proprietor	Mr. Devendra Kumar Agarwal
Office Address	530, Nand Niwas, Ram Nagar Road, Kashipur, Uttarakhand, 244713
PAN	AAOPA4353Q

6. M/s KVS Infraatech LLP

General Information

Name	M/s KVS Infraatech LLP
LLPIN	AAA-0050
Date of Registration	25/06/2009
Registered office	D-6, Block-D, Vivek Vihar, Ph-I, East Delhi, New Delhi, Delhi, India, 110095

Main Object of the LLP

- Hot/ Cold Steel rolling, trading in steel products, fabrication of steel products, slags, bricks/briquettes manufacturing infrastructure development and other ancillary business in any other matter as may be decided by the majority of partners and/or such other business/ or business as may be decided by the partners from time to time.
- To carry on the business of manufacturing, machine, produce, design, develop, modify, refine repair, process,

prepare, fabricate, alter, dismantle, grind, finish, polish, cut, fit, trim all types of CI Castings, SG Iron Castings, SS Castings, MS Castings, Hight Carbon Steel Castings, Aluminum Castings, High Manganese Castings, Gun Metal Castings, Brass and other Castings, for sales on job work, contract, sub contract and supply, let on hire, import, export and to act as agent, broker, adatia, jobworker, consigner, contractor, vendor, collaborator, stockiest, distributor or otherwise.

Partners of LLP

The Partners of M/s KVS Infraatech LLP as on the date of this Draft Red Herring Prospectus are as follows:

S.No.	Name of the Partners	Designation
1.	Mr. Devendra Kumar Agarwal	Designated Partner
2.	Mr. Arpan Jindal	Designated Partner
3.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	Partner
4.	M/s Kashi Vishwanath Steels Private Limited	Partner
5.	M/s KVS Castings Private Limited	Partner
6.	M/s Annapurna Steels Private Limited	Partner

Contributions in LLP

The Contribution of Partners in M/s KVS Infraatech LLP as on 31.03.2024 is as follows:

S.No.	Name of the Partners	No. of Shares	% of total holding
1.	Mr. Devendra Kumar Agarwal	45,00,000	30%
2.	Mr. Arpan Jindal	45,00,000	30%
3.	M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	7,50,000	5%
4.	M/s Kashi Vishwanath Steels Private Limited	15,00,000	10%
5.	M/s KVS Castings Private Limited	22,50,000	15%
6.	M/s Annapurna Steels Private Limited	15,00,000	10%
Total		1,50,00,000	100%

Financial Performance

Certain details of the financials of M/s KVS Infraatech LLP are set forth below:

(Rupees in Lakhs)

Particulars	2023-2024	2022-2023	2021-2022
Total Income	12.50	13.04	14.03
Net Profit/ (Loss)	5.69	(0.80)	6.42
Partner Capital			
(i) Partner's Contribution	18.87	18.87	18.87
(ii) Partners Current Account	40.18	33.21	23.22

DECLARATIONS

- None of the entities in the Promoter Group Companies is restrained by any SEBI Order or have ever become defunct.
- None of the entities in the Promoter Group Companies is listed at any Stock Exchange nor have such entities made

any public issue or right issue in the preceding three years.

- None of the entities in the Promoter Group Companies has become a sick company under the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up or liquidation.

LITIGATIONS

For details on litigations and disputes pending against our Promoter Group and Group Companies please refer to the section titled “Outstanding Litigations and Material Developments” on page 227 of the Draft Red Herring Prospectus.

DEFUNCT GROUP COMPANIES

There are no defunct Group Companies of our Company as on the date of this Draft Red Herring Prospectus.

UNDERTAKING / CONFIRMATIONS

Our Promoters and Group Companies confirm that they have not been declared as a willful defaulter by the RBI or any other governmental authority and there have been no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings pertaining to such penalties are pending against them.

None of the Promoters or Promoter Group Companies or persons in control of the Promoters has been:

- i. Prohibited from accessing the capital market under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad. None of the Promoters is or has ever been a promoter, director or person in control of any other company, which is debarred from accessing the capital markets under any order or direction passed by the SEBI.

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

None of our promoters have disassociated themselves from any entities/firms during the preceding three years.

OTHER DETAILS OF GROUP COMPANIES/ENTITIES:

1. There are no defaults in meeting any statutory/ bank/ institutional dues.
2. No proceedings have been initiated for economic offences against our Group Companies/Entities.

NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

(1) In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company or any business interest or other interests in our Company, except to the extent identified chapter titled “Financial Information” and, “Related Party Transaction” on page 208 of this Draft Red Herring Prospectus.

(2) In the properties acquired or proposed to be acquired by our Company in the past 2 years before filing the Draft Red Herring Prospectus with Stock Exchange

Our Group Companies do not have any interest in the properties acquired or proposed to be acquired by our Company in the past 2 years before filing this Draft Red Herring Prospectus with Stock Exchange.

(3) In transactions for acquisition of land, construction of building and supply of machinery

None of our Group Companies is interested in any transactions for the acquisition of land, construction of buildings or supply of machinery.

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RELATED PARTY TRANSACTION

For details on related party transaction of our Company, please refer to “Annexure VIII” of Restated Financial Statements beginning on page 208 of this Draft Red Herring Prospectus.

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DIVIDEND POLICY

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors, under the Companies Act, 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.

Our Company does not have a formal dividend 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.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company.

Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

We have not declared dividend in any Financial Year.

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SECTION VI - FINANCIAL INFORMATION OF OUR COMPANY

RESTATED FINANCIAL STATEMENTS

Particulars	Page No.
Restated Financial Statement with Auditor report	F1 – F24

**INDEPENDENT AUDITORS' EXAMINATION REPORT ON THE RESTATED
FINANCIAL
INFORMATION OF KVS CASTINGS LIMITED (Formerly KVS Castings Private
Limited)**

To,
The Board of Directors
KVS CASTINGS LIMITED (Formerly KVS Castings Private Limited)
Kashipur,
Uttarakhand-244713

Dear Sir,

We have examined the accompanying Restated Financial Information of KVS CASTINGS LIMITED (Formerly KVS Castings Private Limited), hereunder referred to as "the company", "issuer" which comprises of Restated Statement of Assets and Liabilities as at 30.06.2024, 31.03.2024, 31.03.2023 and 31.03.2022, the Restated Statement of Profit and Loss, and Restated Statement of Cash Flows for the three months ended 30.06.2024, and years ended 31.03.2024, 31.03.2023 and 31.03.2022 along with the Restated Statements of significant accounting policies and other explanatory information (Collectively, the "Restated Financial Information"), annexed to this report for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the company in connection with its proposed initial public offer of its equity shares. The Restated Financial Information as approved by the Board of Directors of the company at their meeting held on 10th September 2024, have been prepared by the company in connection with its proposed Initial Public Offer of equity shares (IPO) in accordance with the requirements of:

- a) Section 26 of part I of Chapter III of the Companies Act, 2013;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'SEBI ICDR Regulations'); and
- c) The Guidance Note on Reports in Company prospectus (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time ("The Guidance Note"),

The Company's Board of Directors are responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India, Stock Exchange and Registrar of Companies, Uttarakhand in connection with the Proposed IPO. The Restated Financial Information has been prepared on the basis of preparation stated in Note 1 to the Restated Financial Information. The Board of Directors of the Company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

We have examined 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 in connection with the proposed IPO of equity shares of the Issuer;
- 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.

This Restated Financial Information have been compiled by the management from;

- a) Audited financial statements of the Company as at and for the 2024, period/ years ended June 30, March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the Accounting Standards notified under Section 133 of the Act read with (Indian GAAP), and other accounting principles generally accepted in India.
- b) Audited Financial Statements of the Company for the year ended March 31, 2023 & March 31, 2022 have been prepared by the company in accordance with the generally accepted accounting principles and as approved by board of the company and Audited by M/s Vimal & Associates vide their Audit report dated 24/08/2023 & 25/08/2022 respectively.
- c) Audited Financial Statements of the Company for the year ended March 31, 2024 and for the three months period ended June 30, 2024 have been prepared by the company in accordance with the generally accepted accounting principles and as approved by board of the company and Audited by us vide our Audit report dated 17/07/2024 and 11/10/2024 respectively.

For the purpose of our examination, we have relied on Auditors Report issued by the Previous Auditor M/s Vimal & Associates ("Previous Auditors) dated 24/08/2023 and 25/08/2022 for the Financial Year ended March 31, 2023 and March 31, 2022 respectively.

Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the audit report submitted by the Previous Auditors for the respective years, we report that the Restated Financial Information

- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively in respective financial period/ years to reflect the same accounting treatment as per the changed accounting policies and grouping/classifications followed for all the periods reported, if any;
- b) Do Not contain any modification which requires adjustment
- c) Are in accordance with the requirements of Part I of Chapter III of the Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter.

The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned above.

Opinion

In our opinion and to the best of information and explanation provided to us the restated financial statements of the company read with significant accounting policies and notes to accounts are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s Arora Gupta & Co. (Chartered Accountants) have been subjected to peer review process of the Institute of Chartered Accountants of India (ICA) and our peer review certificate is valid as on the date of signing of this report.

The preparation and presentation of the financial statements referred to above are based on the Audited Financial Statements of the company and are in a accordance with the provisions of the Act and the ICDR regulations. The financial statements and information referred to above is the responsibility of the management of the company.

This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for the events and circumstance occurring after the date of the report.

In our opinion the above restated financial information along with read note number 1 to 28 of this report with the respective significant accounting policies and notes to accounts are prepared after regrouping as considered appropriate and have been prepared in accordance with the companies act, ICDR Regulations, Engagement Letter and Guidance Note.

Restriction of Use

Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, relevant Stock Exchange and Registrar of Companies, Uttarakhand in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Arora Gupta & Co.
Chartered Accountants Firm
Registration No. 021313C

S/d/-
CA Amit Arora
(Partner)
M.No: 514828
UDIN: 24514828BKEGMU1173
Place: Rudrapur
Date: 10/09/2024

Company Name: KVS Castings Limited (Formerly known as KVS Castings Private Limited)

Annexure I- Restated Statement of Assets and Liabilities

(All amounts in Indian Rupees in Lakhs, unless otherwise stated)

Particulars		Note No.	As at 30th June, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
I	EQUITY AND LIABILITIES					
	Shareholders' Funds					
	(a) Equity Share Capital	2	1,330.71	32.46	32.46	32.46
	(b) Reserves and Surplus	3	1,412.59	2,549.95	1,950.98	1,467.14
	Non-Current Liabilities					
	(a) Long-Term Borrowings	4	20.58	28.13	295.04	200.38
	(b) Deferred Tax Liabilities	5	23.21	23.82	22.16	20.42
	(c) Long-Term Provisions	6			-	4.81
	Current liabilities					
	(a) Short-Term Borrowings	7	32.57	30.00	202.74	178.69
	(b) Trade Payables	8				
	(i) total outstanding dues of micro enterprises and small enterprises; and		130.76	82.83	89.25	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		211.00	99.38	293.72	481.70
	(c) Other Current Liabilities	9	44.79	36.39	41.92	52.25
	(d) Short-Term Provisions	10	363.87	251.89	272.59	135.47
	TOTAL		3,570.09	3,134.85	3,200.87	2,573.30
II	ASSETS					
	Non-current assets					
	(a) Property, Plant and Equipment and Intangible assets					
	(i) Property, Plant and Equipment	11	840.66	840.96	816.33	748.54
	(ii) Intangible Assets		-	-	-	-
	(iii) Capital Work in Progress		-	-	-	-
	(b) Deferred Tax Assets	5	-	-	-	-
	(c) Non Current Investments	12	178.17	178.17	176.04	18.45
	(d) Other Non Current Assets	13	130.12	125.19	118.53	48.56
	Current assets					
	(a) Inventories	14	476.29	450.55	417.25	406.03
	(b) Trade Receivables	15	891.00	684.46	1,042.96	899.39
	(c) Cash and Bank Balances	16	398.79	443.85	455.10	379.68
	(d) Short-Term Loans and Advances	17	655.07	411.67	174.65	72.67
	TOTAL		3,570.09	3,134.86	3,200.86	2,573.30

As per our report of even date

For and on behalf of the Board of Directors

For ARORA GUPTA & CO.

Chartered Accountants

Firm Registration No. 0021313C

SD/-
AMIT ARORA
PARTNER

M.No. 0514828

Place: Rudrapur

UDIN:24514828BKEGMU1173

Dated: 10-09-2024

SD/-
VENU JINDAL
DIRECTOR
DIN: 10648138

SD/-
ARPAN JINDAL
DIRECTOR
DIN: 00223527

Company Name: KVS Castings Limited (Formerly known as KVS Castings Private Limited)

Annexure II- Restated Statement of Profit and Loss

(All amounts in Indian Rupees in Lakhs, unless otherwise stated)

Particulars		Note No.	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
I	Revenue from Operations	18	1,325.24	5,415.75	5,726.34	4,633.29
II	Other Income	19	16.36	54.57	34.86	18.89
III	Total Income (I + II)		1,341.61	5,470.31	5,761.20	4,652.18
IV	Expenses					
	(a) Cost of Material Consumed	20	532.66	2,187.79	2,491.82	2,138.67
	(b) Purchases of Stock-in-Trade	21	-	-	-	-
	(c) Changes in Inventories of Finished Goods, work in Progress and Stock in Trade	22	23.33	(10.82)	(67.22)	(44.50)
	(d) Employee Benefits Expenses	23	30.76	112.14	122.05	109.40
	(e) Finance Costs	24	2.13	32.07	39.05	73.21
	(f) Depreciation and Amortisation Expenses	25	19.77	71.99	67.67	60.94
	(g) Other Expenses	26	517.94	2,281.07	2,463.52	2,149.84
	Total Expenses		1,126.59	4,674.23	5,116.89	4,487.56
V	Profit before exceptional and extraordinary items and tax (III - IV)		215.00	796.08	644.30	164.63
VI	Exceptional Items & Extraordinary items				-	-
VII	Profit Before Tax (V + VI)		215.00	796.08	644.30	164.63
VIII	Tax Expense:					
	(a) Current Tax		54.71	195.45	158.73	42.97
	(b) Mat Credit Entitlement		-	-	-	-
	(c) Deferred Tax		(0.60)	1.66	1.74	0.51
	Total Tax Expense		54.11	197.11	160.47	43.48
IX	Profit After Tax (VII - VIII)		160.89	598.98	483.83	121.15
X	Earnings Per Share (of Rs. 10 each):					
	(a) Basic	28	1.21	4.50	3.64	1.32
	(b) Diluted		1.21	4.50	3.64	1.32

As per our report of even date

For and on behalf of the Board of Directors

For ARORA GUPTA & CO.

Chartered Accountants

Firm Registration No. 0021313C

SD/-

AMIT ARORA
PARTNER

M.No. 0514828

Place: Rudrapur

UDIN:24514828BKEGMU1173

Dated: 10-09-2024

SD/-

VENU JINDAL
DIRECTOR
DIN: 10648138

SD/-

ARPAN JINDAL
DIRECTOR
DIN: 00223527

Company Name: KVS Castings Limited (Formerly known as KVS Castings Private Limited)

Annexure III- Restated Statement of Cash flows

(All amounts in Indian Rupees in Lakhs, unless otherwise stated)

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Profit before tax	215.00	796.08	644.30	164.63
Adjustments for:				
Depreciation & amortization expense	19.77	71.99	67.67	60.94
Interest expense on borrowings	2.13	32.07	39.05	73.21
Loss/(Profit) on Sale of Fixed Assets	-	(7.65)	-	-
Interest income	(16.34)	(46.04)	(34.98)	(17.79)
Profit Received from partnership firm	-	(0.85)	0.12	-
Operating Profit before working capital changes	220.56	845.59	716.17	280.99
Changes in operating assets and liabilities:				
Increase/(decrease) in trade payables	159.54	(200.76)	(98.72)	210.05
Increase/(decrease) in other current liabilities	8.40	(5.53)	(10.34)	17.96
Increase/(decrease) in Short Term Provisions	111.98	(20.68)	137.13	39.82
Decrease/(increase) in trade receivables	(206.54)	358.50	(143.57)	(201.10)
Increase/(decrease) in long term provision	-	-	(4.81)	4.81
Decrease/(increase) in Short Term loans and advances	(243.40)	(237.02)	(101.98)	(7.38)
Decrease/(increase) in Inventories	(25.74)	(33.31)	(11.22)	(15.23)
Cash generated from operations	19.87	700.13	412.70	328.13
Income taxes refunded/ (paid)	54.71	195.45	158.73	42.97
Net cash flow from operations (A)	(34.84)	504.68	253.97	285.16
Cash flow from investing activities				
Purchase of /Advances for property, plant & equipment and Intangible assets (Net)	(19.47)	(98.47)	(135.46)	(5.82)
Profit/ (Loss) from partnership firm	-	0.85	(0.12)	-
Interest received	16.34	46.04	34.98	17.79
Investment Realized/(Purchased)	-	(2.13)	(157.60)	(7.30)
Decrease/(increase) in other Non- current assets	(4.94)	(6.66)	(69.97)	(1.79)
Proceeds from Sale of Property, Plant & Equipment	-	9.50	-	-
Net cash used in investing activities (B)	(8.05)	(50.86)	(328.17)	2.88
Cash flow from financing activities				
Proceeds from issue of equity shares	-	-	-	609.23
Proceeds/(Repayment) of Long Term Borrowings	(7.55)	(266.92)	94.67	(645.84)
Increase/(decrease) in Short Term Borrowings	2.57	(172.74)	24.06	(65.61)
Interest paid	(2.13)	(32.07)	(39.05)	(73.21)
Net cash flow from/ (used in) financing activities (C)	(7.11)	(471.72)	79.67	(175.43)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(45.06)	(11.25)	75.44	114.40
Cash and cash equivalents at the beginning of the year	443.85	455.10	379.66	265.26
Cash and cash equivalents at the closing of the year	398.79	443.85	455.10	379.66

a) Cash and Cash Equivalents included in Cash Flow Statement comprise of following (Refer Note 16):

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Cash in hand	1.85	1.62	2.70	2.40
Cheques in hand	-	-	-	-
Balances with Banks in Current Accounts	0.74	66.96	1.13	3.22
In deposit accounts with original maturity of less than 3 months	396.20	375.27	451.27	374.05
	398.79	443.85	455.10	379.67

As per our report of even date

For and on behalf of the Board of Directors

For ARORA GUPTA & CO.
Chartered Accountants
Firm Registration No. 0021313C

SD/-
AMIT ARORA
PARTNER
M.No. 0514828
Place: Rudrapur
UDIN:24514828BKEGMU1173
Dated: 10-09-2024

SD/-
venu JINDAL
DIRECTOR
DIN: 10648138

SD/-
ARPAN JINDAL
DIRECTOR
DIN: 00223527

Note 1- Significant accounting policies**(All amounts in Indian Rupees in Lakhs, unless otherwise stated)****i. Basis of preparation**

The financial statements have been prepared on going concern basis under the historical cost basis, in accordance with the generally accepted accounting principles in India and in compliance with the applicable accounting standards ("AS") as specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year. Based on the nature of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or non-current classification of assets and liabilities.

ii. Use of estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures of contingent liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Accounting estimates could change from period to period. Any revision to accounting estimates are recognized in the periods in which the results are known/materialize.

iii. Property, Plant, and Equipment

Property, Plant, and Equipment and intangible assets are stated at cost of acquisition / revalued amount, less accumulated depreciation and impairments, if any. Revalued assets are stated at their fair value as at the date of revaluation based on report of approved valuer less accumulated depreciation. Cost of Property, Plant, and Equipment includes taxes, duties, freight and other incidental expenses related to acquisition and installation net of Input Tax Credit received/receivable thereon, if any. Borrowing costs attributable to acquisition, construction of a qualifying asset (i.e. an asset requiring substantial period of time to get ready for intended use) are capitalized in accordance with the requirements of Accounting

Standard 16 (AS 16), "Borrowing Costs". Other pre-operative expenses during construction period are capitalized, where appropriate.. Other Property, Plant, and Equipment are stated at their historical cost of acquisition/ installation less depreciation.

iv. Depreciation

The Company follows straight line method of depreciation for all of its Property, Plant, and Equipment.

Depreciation is provided based on useful life of the asset as prescribed in schedule II to the Companies Act, 2013.

Depreciation on addition to Property, Plant, and Equipment have been calculated on pro-rata basis from the date of acquisition / installation.

v. Inventories

Inventories are valued at the lower of cost and net realizable value. Cost of raw materials includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost of finished goods and work in progress include cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity.

Costs of Inventories are determined as follows;

- * Raw materials and Stores & Spares are valued at costs on "First in First Out" basis
- * WIP/Semi-finished goods are valued at weighted average costs of the raw materials plus related cost of conversion including appropriate overheads;
- * Finished goods are valued at cost or net realizable value, whichever is lower.
- * Scrap is valued at cost or net realizable value whichever is less.

When Inventories are sold, the carrying amount of those inventories is recognized as an expense in the period in which the related revenue is recognized; any write down of Inventory to net realizable value (NRV) is recognized as expense in the period when write down occurs and reversed in which the reversal occurs. Raw material and other supplies held for use in the production of finished products are not written down below cost, except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value. The comparison of cost and net realizable value is made on item by item basis.

vi. Income tax

Income tax comprises of current tax and deferred tax. Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961, and based on the expected outcome of the assessment. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws substantially enacted as on the balance sheet date.

Deferred tax assets in respect of unabsorbed depreciation/brought forward losses are recognized to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Other deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

vii. Investments

Investments which are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments.

Current investments are stated at lower of cost and fair market value. Long-term investments are stated at cost and provision for diminution in their value, other than temporary, is made in the accounts.

viii. Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are added to the cost of those assets, until such time as the assets are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended.

All other Borrowing costs are recognized in the Statement of Profit and Loss in the period in which they are incurred.

Borrowing costs include interest and exchange difference arising from currency borrowing to the extent they are regarded as an adjustment to the interest cost.

ix. Revenue Recognition

a. Revenue from sale of products is recognized, net of returns and trade discount, on transfer of significant risks and rewards of ownership to the buyer that coincides with the reliability and reasonableness to expect ultimate collection, which is generally on dispatch of goods.

Revenue from sale of services is recognized upon satisfaction of the performance obligation by provision of service to a customer in an amount that reflects the consideration which a company expects to receive in exchange for those services.

b. For other incomes, the Company follows the accrual basis of accounting.

x. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for events including a bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

xi. Impairment of assets

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the Profit and Loss Account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the Profit and Loss Account.

xii. Contingency/provisions

Depending upon the facts of each case and after due evaluation of legal aspects, claims against the Company not acknowledged as debts are treated as contingent liabilities. In respect of statutory dues disputed and contested by the Company, contingent liabilities are provided for and disclosed as per original demand without taking into account any interest or penalty that may accrue thereafter. The Company makes a provision when there is a present obligation as a result of a past event where the outflow of economic resources is probable and a reliable estimate of the amount of obligation can be made. Possible future or present obligations that may but will probably not require outflow of resources or where the same cannot be reliably estimated, has been made as a contingent liability in the financial statements.

xiii. Retirement benefits

The Company has three post-employment benefit plans in operation viz. Gratuity, Provident Fund and Employee state insurance scheme.

a) Provident Fund and Employee State Insurance Scheme

Provident Fund benefit and Employee State Insurance Benefit are defined contribution plans under which the Company pays fixed contributions into funds established under Employee Provident Fund and Miscellaneous Provision Act, 1952 and Employee State Insurance Act, 1948 respectively. The Company has no legal or constructive obligations to pay further contributions after payment of the fixed contribution. The contributions recognised in respect of defined contribution plans are expensed as they accrue. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets, respectively, as they are normally of short term nature.

b) Gratuity

Gratuity is a post-employment benefit and is in the nature of defined benefit plan. The liability recognised in the balance sheet in respect of gratuity is the present value of the defined benefit obligation as at the balance sheet date less the fair value of plan assets. Gratuity Fund is administered through Life Insurance Corporation of India.

c) Encashment of accrued leave salary is fully provided for on actual basis.

xiv. Cash Flow Statement

Cash flows are reported using the indirect method, whereby Profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts and payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.

xv. Government Grant and Assistance

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants relating to income are recognised in the Statement of Profit and Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income. Government grants relating to property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of Profit and Loss on systematic basis over the expected lives of the related assets and presented within other income.

(All amounts in Indian Rupees in Lakhs, unless otherwise stated)

2 Restated Statement of Equity Share Capital

2.1 Equity Share Capital

Particulars	As at 30th June, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
(a) Authorised Share Capital				
Equity Share Capital	2,250.00	1,615.00	1,615.00	1,615.00
Total Authorised Share Capital	2,250.00	1,615.00	1,615.00	1,615.00
(b) Issued, Subscribed & Fully Paid up Shares				
Equity Share Capital	1,330.71	32.46	32.46	32.46
Total Issued, Subscribed & Fully Paid up Shares	1,330.71	32.46	32.46	32.46

Details of No. of Shares

Particulars	As at 30th June, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
(a) Authorised Share Capital				
No of Equity Shares (in Nos.)	22500000	16150000	16150000	16150000
Face Value per Share (in Rs.)	10.00	10.00	10.00	10.00
Equity Share Capital	2250.00	1615.00	1615.00	1615.00
(b) Issued, Subscribed & Fully Paid up Shares				
No of Equity Shares (in Nos.)	13307124	324564	324564	324564
Face Value per Share (in Rs.)	10.00	10.00	10.00	10.00
Equity Share Capital	1330.71	32.46	32.46	32.46

2.2 Reconciliation of shares outstanding at the beginning and at the end of the reporting

Particulars	As at 30 June, 2024		As at 31 March, 2024		As at 31 March, 2023		As at 31 March, 2022	
	No. of shares (in Nos)	Amount	No. of shares (in Nos)	Amount	No. of shares (in Nos)	Amount	No. of shares (in Nos)	Amount
Equity shares								
Balance at the beginning of the period/ year	3,24,564	32.46	3,24,564	32.46	3,24,564	32.46	1,91,254	19.13
Issued during the year	1,29,82,560	1,298.26	-	-	-	-	1,33,310	13.33
Call money receipts for shares issued during the previous years	-	-	-	-	-	-	-	-
Shares bought back	-	-	-	-	-	-	-	-
Balance at the end of the reporting period/ year	1,33,07,124	1,330.71	3,24,564	32.46	3,24,564	32.46	3,24,564	32.46

2.3 Terms/ rights attached to Equity Shares

The company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed (if any) by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

2.4 Bonus Shares

The board of directors of the company in the Board Meeting Dated 19th June, 2024 in pursuant to section 63 of Companies Act, 2013 and rules made thereunder, proposed a sum of Rs. 1298.26 lakhs to be capitalized as bonus equity shares out of free reserves, and to be distributed amongst the equity shareholders by issue of 12982560 equity shares in the proportion of 40 new fully paid-up equity share of Rs. 10/- each (Rupees Ten) for every existing fully paid-up equity shares of Rs. 10/- (Rupees Ten). The shareholders of the company in the extra ordinary general meeting dated 17th June, 2024 approved the issue. Consequently the issued, subscribed and fully paid up equity share capital of the company post issue of bonus is 13307124 equity shares of face value of Rs 10/- each (Rupees Ten) i. e. 1330.71 lakhs. EPS calculation have been reinstated in all the periods to give effects of this bonus.

2.5 Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 30 June, 2024		As at 31 March, 2024		As at 31 March, 2023		As at 31 March, 2022	
	No. of shares (in Nos)	% holding	No. of shares (in Nos)	% holding	No. of shares (in Nos)	% holding	No. of shares (in Nos)	% holding
Equity shares of Rs. 10 each fully paid-up								
a) Mr. Devendra Kumar Agarwal	13,06,793	9.82%	70,873	21.84%	70,873	21.84%	70,873	21.84%
b) Mr. Arpan Jindal	13,08,515	9.83%	54,415	16.77%	54,415	16.77%	54,415	16.77%
c) M/s Annapurna Steels Private Limited	24,60,287	18.49%	60,007	18.49%	60,007	18.49%	60,007	18.49%
d) M/s Kashi Vishwanath Steels Private Limited	20,82,923	15.65%	50,803	15.65%	50,803	15.65%	50,803	15.65%
e) M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited	3,57,561	26.87%	87,210	26.87%	87,210	26.87%	87,210	26.87%
f) Ms. Rekha Agarwal	13,06,424	9.83%	-	-	-	-	-	-
g) Ms. Venu Jindal	12,63,292	9.49%	-	-	-	-	-	-

2.6 Details of Promoter shareholding

Name of Shareholder	As at 30 June, 2024		As at 31 March, 2024		As at 31 March, 2023		As at 31 March, 2022	
	No. of shares (in Nos)	% holding	No. of shares (in Nos)	% holding	No. of shares (in Nos)	% holding	No. of shares (in Nos)	% holding
Equity shares of Rs. 10 each fully paid-up								
a) Mr. Devendra Kumar Agarwal	13,06,793	9.82%	70,873	21.84%	70,873	21.84%	70,873	21.84%
b) Mr. Arpan Jindal	13,08,515	9.83%	54,415	16.77%	54,415	16.77%	54,415	16.77%
(c) Ms. Rekha Agarwal	13,06,424	9.83%	-	-	-	-	-	-
(d) Ms. Venu Jindal	12,63,292	9.49%	-	-	-	-	-	-
% change during the year/period								
a) Mr. Devendra Kumar Agarwal	-17%	-	-	0.00%	-	0.00%	14,200	-7.80%
b) Mr. Arpan Jindal	-23%	-	-	0.00%	-	0.00%	-	-11.69%
(c) Ms. Rekha Agarwal	100%	-	-	-	-	-	-	-
(d) Ms. Venu Jindal	100%	-	-	-	-	-	-	-

3 Restated Statement of Reserves and Surplus

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
(a) Securities Premium				
At the beginning of the year	595.90	595.90	595.90	-
Less: Utilised during the year	510.21	-	-	595.90
Total (A)	85.69	595.90	595.90	595.90
(b) Capital Reserve				
At the beginning of the year	567.03	567.03	567.03	567.03
Add: received during the year	-	-	-	-
Total (B)	567.03	567.03	567.03	567.03
(c) Statement of Profit and Loss				
At the beginning of the year	1,387.04	788.05	304.22	183.07
Add: Profit / (Loss) for the year	160.88	598.98	483.83	121.15
Less: Utilised for Bonus Issue	788.05	-	-	-
Total (C)	759.87	1,387.03	788.05	304.22
Total [A+B+C]	1,412.59	2,549.95	1,950.98	1,467.14

4 Restated Statement of Long-Term Borrowings

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
(Secured)				
(a) Term Loans:				
<u>From Banks*</u>				
(i) CANARA BANK	-	-	-	-
Add: Further Loan Sanctioned During the year	-	-	-	78.14
Less: Principal Repayment During the year	-	-	-	(34.73)
Less: Current Maturities of Long Term Debts	-	-	-	(34.73)
(ii) PUNJAB NATIONAL BANK(1)	254.99	141.56	-	-
Add: Further Loan Sanctioned During the year	-	-	116.91	-
Less: Principal Repayment During the year	(90.97)	(83.43)	-	-
Less: Current Maturities of Long Term Debts	(30.00)	(30.00)	(24.65)	-
Total (A)	20.58	28.13	92.26	8.68
(Unsecured)				
(a) From Directors	-	-	202.79	188.82
(i) From Others	-	-	-	2.87
Total (B)	-	-	202.79	191.69
Total [A+B]	20.58	28.13	295.04	200.38

(1) Rupee Term Loan from Punjab National Bank is secured by exclusive charge on Plant & Machinery & Equitable Mortgage of Land & building situated at Plot No. B-25-26, Industrial Estate, Bazpur Road, Kashipur (U.S Nagar), Uttarakhand. The Loan is repayable in equal monthly installments ending in July, 2028.

(2) Unsecured loans are repayable on demand

5 Restated Statement of Deferred Tax Liability

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
Deferred tax liability				
Property Plant and Equipment	33.49	32.66	30.45	26.72
Tax effect of items constituting	33.49	32.66	30.45	26.72
Deferred tax asset				
Employee benefits and Other	10.28	8.85	8.29	6.30
Tax effect of items constituting	10.28	8.85	8.29	6.30
Net deferred tax liability /	23.21	23.82	22.16	20.42

6 Restated Statement of Long Term Provisions

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
Provision for Employee benefits			-	4.81
Total	-	-	-	4.81

7 Restated Statement of Short-Term Borrowings

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
(A) Secured, (Repayable on Demand)				
Cash Credit- Bank				
Punjab National Bank, Kashipur*	2.57	-	178.09	-
(Against Hypothecation of Stock & Book Debts)				
The Nainital Bank Limited	-	-	-	143.96
(Secured by Debtors, Stocks and Plant and machinery of the company)				
Current Maturities of Long Term Debts	30.00	30.00	24.65	34.73
Total	32.57	30.00	202.74	178.69

* Refer Note No. I.17 for debit balance in Cash Credit Account

8 Restated Statement of Trade Payables

Particulars	As at 30th June 2024		
	Outstanding for following periods from due date of payment		
	2-3 Years	More than 3 Years	Total
(i) MSME*	-	-	130.76
(ii) Others	-	-	211.00
(iii) Disputed Dues - MSME	-	-	-
(iv) Disputed dues - others	-	-	-
Total	-	-	341.76

Particulars	As at 31 March, 2024		
	Outstanding for following periods from due date of payment		
	2-3 Years	More than 3 Years	Total
(i) MSME*	-	-	82.83
(ii) Others	-	-	99.38
(iii) Disputed Dues - MSME	-	-	-
(iv) Disputed dues - others	-	-	-
Total	-	-	182.21

Particulars	As at 31 March, 2023		
	Outstanding for following periods from due date of payment		
	2-3 Years	More than 3 Years	Total
(i) MSME*	-	-	89.25
(ii) Others	0.34	0.38	293.72
(iii) Disputed Dues - MSME	-	-	-
(iv) Disputed dues - others	-	-	-
Total	0.34	0.38	382.97

Particulars	As at 31 March, 2022		
	Outstanding for following periods from due date of payment		
	2-3 Years	More than 3 Years	Total
(i) MSME*	-	-	-
(ii) Others	-	-	479.62
(iii) Disputed Dues - MSME	-	-	-
(iv) Disputed dues - others	2.08	-	2.08
Total	2.08	-	481.70

The details related to MSME as required under MSMED Act relating to trade payables have been disclosed to the extent of the information available.

9 Restated Statement of Other Current Liabilities

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
Statutory Remittances	42.75	34.68	41.92	52.25
Other Expenses Payable	2.04	1.71	-	-
Total	44.79	36.39	41.92	52.25

10 Restated Statement of Short-Term Provisions

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
Provision for Bonus	18.50	14.58	17.01	12.16
Provision for Other Employee Benefits	24.02	20.44	23.15	23.06
Provision for Income Tax	250.16	195.45	162.99	47.46
Provision for leave encashment	8.81	7.03	6.91	1.78
Provision for Electricity Payable	56.30	11.59	58.74	47.89
Other Provisions	6.07	2.79	3.80	3.12
Total	363.87	251.89	272.59	135.47

12 Restated Statement of Non Current Investments

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
(Valued at Cost unless stated otherwise) Unquoted Investments	178.17	178.17	176.04	18.45
Total	178.17	178.17	176.04	18.45

13 Restated Statement of Other Non Current Assets

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
Security Deposits	130.12	125.19	118.53	48.56

14 Restated Statement of Inventories

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
(As taken valued and certified by the management)				
Raw Material	49.52	3.81	39.01	52.44
Finished Goods	228.05	251.38	240.56	173.34
Store, Spare Parts & Loose Tools	198.73	195.36	137.68	180.25
Total	476.29	450.55	417.25	406.03

15 Restated Statement of Trade receivables

Particulars	As at 30 June, 2024					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(Unsecured, considered good)						
Undisputed Trade Receivables- Considered Goods	888.24	-	2.13	0.63	-	891.00
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Total	888.24	-	2.13	0.63	-	891.00

Particulars	As at 31 March, 2024					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(Unsecured, considered good)						
Undisputed Trade Receivables- Considered Goods	681.71	0.25	1.88	0.63	-	684.46
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Total	681.71	0.25	1.88	0.63	-	684.46

Particulars	As at 31 March, 2023					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(Unsecured, considered good)						
Undisputed Trade Receivables- Considered Goods	1,040.47	0.71	1.78	-	-	1,042.96
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Total	1,040.47	0.71	1.78	-	-	1,042.96

Particulars	As at 31 March, 2022					Total
	Less than 6 months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(Unsecured, considered good)						
Undisputed Trade Receivables- Considered Goods	890.77	1.07	-	-	-	891.84
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	7.55	7.55
Disputed Trade Receivables- Considered Goods	-	-	-	-	-	-
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
Total	890.77	1.07	-	-	7.55	899.39

16 Restated Statement of Cash and Bank Balances

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
Cash and Cash Equivalents				
Cash in hand	1.85	1.62	2.70	2.40
Balances with Banks in Current Accounts#	0.74	66.96	1.13	3.22
Others Cash and Bank Balances				
Deposits with Banks*	396.20	375.27	451.27	374.05
Total	398.79	443.85	455.10	379.67

* Including Recurring Deposits & Fixed Deposits

Includes debit balance in Cash Credit Account

17 Restated Statement of Short-Term Loans and Advances

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
(a) Advances to Staffs & Others	383.06	214.66	7.23	10.59
(b) Balance With Government Authorities	212.42	161.00	150.31	28.09
(c) Advances to Suppliers & Others	59.59	36.01	17.12	34.00
Total	655.07	411.67	174.66	72.67

18 Restated Statement of Revenue from Operations

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
(A) Sale of Goods	1,325.24	5,415.75	5,726.34	4,633.29
Total	1,325.24	5,415.75	5,726.34	4,633.29

19 Restated Statement of Other Income

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Interest on FD & RD	6.37	30.34	21.96	16.14
Income from transportation	-	-	-	0.14
Lease Rent	-	-	-	-
Misc Income	0.02	0.02	-	0.96
Interest on Security Deposit	2.14	9.13	2.10	1.65
Interest on Unsecured Loan	7.83	6.57	10.92	-
Profit/(Loss) from KVS Infotech LLP*	-	0.85	(0.12)	-
Profit on Sale of Fixed Assets	-	7.65	-	-
Total	16.36	54.57	34.86	18.89

* Profit or Loss from KVS Infotech LLP is based on financials of the firm not liable to audit.

20 Restated Statement of Raw Material Consumed

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Opening Stock	3.81	39.01	52.44	11.50
Purchases	578.37	2,152.59	2,478.39	2,179.61
Closing Stock	49.52	3.81	39.01	52.44
Total	532.66	2,187.79	2,491.82	2,138.67

21 Restated Statement of Purchase of Stock in Trade

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Purchase of Stock in Trade	-	-	-	-
Total	-	-	-	-

22 Restated Statement of Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
<u>Inventories at the end of the year/period:</u>				
Finished Goods	228.05	251.38	240.56	173.34
Work in progress	-	-	-	-
Scrap	-	-	-	-
	228.05	251.38	240.56	173.34
<u>Inventories at the beginning of the year/period:</u>				
Finished Goods	251.38	240.56	173.34	128.84
Work in progress	-	-	-	-
Scrap	-	-	-	-
	251.38	240.56	173.34	128.84
Net (increase) / decrease in inventories of stock-in-trade	23.33	(10.82)	(67.22)	(44.50)

23 Restated Statement of Employee Benefits Expenses

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Salaries and Wages	14.39	47.17	54.37	50.79
Director's Remuneration	3.45	13.80	13.80	13.80
Staff Welfare Expenses	-	-	-	0.16
Bonus & Leave Encashment	5.86	18.51	20.80	15.73
ESI Expense	1.14	4.78	4.85	4.42
PF Expense	5.92	21.67	19.93	18.45
Group Gratuity Expense	-	6.21	8.30	6.05
Total	30.76	112.14	122.05	109.40

24 Restated Statement of Finance Costs

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
(a) Interest expense on:				
(i) Working Capital	0.62	9.19	14.22	13.79
(ii) Term Loan	1.24	11.70	5.42	5.84
(iii) Unsecured Loan	-	10.19	15.77	51.27
(iv) Others	-	0.07	0.04	0.39
(b) Other Borrowing Cost	0.26	0.91	3.61	1.92
Total	2.13	32.07	39.05	73.21

25 Restated Statement of Depreciation and Amortisation Expenses

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Depreciation on Property, Plant & Equipment	19.77	71.99	67.67	60.94
Total	19.77	71.99	67.67	60.94

26 Restated Statement of Other Expenses

Particulars	For the Period	For the year	For the year	For the year
Direct Expenses				
Power & Fuel	195.67	798.97	759.27	652.03
Rent including lease rentals	3.93	13.38	13.38	13.98
Stores, Spares & Consumable Expenses	229.72	1,122.62	1,267.33	1,071.12
Wages & Salaries related to Production	49.60	190.29	204.19	197.28
Contractual Wages	11.19	57.56	124.31	112.86
Administrative Expenses				
Freight Outward	11.90	52.16	49.94	49.53
Rent, Rates and Taxes	-	0.99	1.27	0.93
Communication Expenses	-	1.00	1.04	0.77
Computer & Software Expenses	-	0.02	0.01	0.05
Travelling & Conveyance	-	0.20	0.55	0.45
Printing & Stationery	-	0.38	0.53	0.57
Postage & Courier	-	0.11	0.17	0.22
Testing Expenses	-	-	1.15	6.77
Legal & Professional	-	4.46	4.29	4.80
Bad Debts Written off	-	-	1.32	0.01
Payments to Auditor	0.11	0.45	0.35	0.35
Insurance Expenses	2.37	8.15	8.15	6.52
Discount on Sales and Claims	-	7.66	7.97	11.63
Repairs & Maintenance	6.38	21.11	17.99	19.44
Loss on sale of Assets	-	-	-	-
Miscellaneous Expenses	5.54	1.46	0.17	0.37
Selling & Distribution Expenses				
Advertisement & Business Promotion Expenses	1.53	0.10	0.14	0.16
Total	517.94	2,281.07	2,463.52	2,149.84

27 Payments to the auditors comprises:

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
As auditors - statutory audit	0.11	0.35	0.35	0.35
For taxation matters	0.00	0.10	-	-
Others	-	-	-	-
Total	0.11	0.45	0.35	0.35

28 Restated Statement of Earning Per Share

(A) Computation of basic and diluted earning per share

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Basic earning per share				
Profit after tax	160.89	598.98	483.83	121.15
Weighted average number of shares (For Basic EPS)	1,33,07,124	1,33,07,124	1,33,07,124	91,44,200
Basic EPS	1.21	4.50	3.64	1.32
Diluted earning per share				
Profit after tax	160.89	598.98	483.83	121.15
Add/(less): Effect of dilution on profit	-	-	-	-
Revised profit after tax	160.89	598.98	483.83	121.15
Weighted average number of shares (For Diluted EPS)	1,33,07,124	1,33,07,124	1,33,07,124	91,44,200
Diluted EPS	1.21	4.50	3.64	1.32

Not annualized

* The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earnings per share of the company remain the same.

Annexure IV - Notes to restated financial statements

(All amounts in Indian Rupees in Lakhs, unless otherwise stated)

11 Restated Statement of Property, Plant and Equipment

Particular	Land	Factory Buildings	Office Building	Plant & Machinery*	Lab Equipments	Furniture & Fixture	Vehicles	Office Equipment's	Computers	Capital WIP	Total
Gross Block											
As at April 01, 2021	24.07	123.94	151.19	1,331.32	39.95	2.09	10.75	3.56	7.20	-	1,694.08
Addition	-	-	-	4.05	-	-	-	1.04	0.74	-	5.82
Deletion	-	-	-	-	-	-	-	-	-	-	0.00
As at March 31, 2022	24.07	123.94	151.19	1,335.37	39.95	2.09	10.75	4.60	7.94	-	1,699.90
Addition	-	-	-	135.46	-	-	-	-	-	-	135.46
Deletion	-	-	-	-	-	-	-	-	-	-	0.00
As at March 31, 2023	24.07	123.94	151.19	1,470.83	39.95	2.09	10.75	4.60	7.94	-	1,835.36
Addition	5.09	-	-	160.59	-	-	-	-	0.53	2.51	168.72
Deletion	-	-	-	16.07	-	-	-	-	-	-	16.07
Govt Grant	-	-	-	70.25	-	-	-	-	-	-	70.25
As at March 31, 2024	29.16	123.94	151.19	1,545.10	39.95	2.09	10.75	4.60	8.47	2.51	1,917.76
Addition	-	-	-	21.98	-	-	-	-	-	-	21.98
Deletion	-	-	-	-	-	-	-	-	-	2.51	2.51
Adjustment*	-	-	-	-	-	-	-	-	-	-	0.00
As at June 30, 2024	29.16	123.94	151.19	1,567.08	39.95	2.09	10.75	4.60	8.47	-	1,937.23
Depreciation											
As at April 01, 2021	-	75.90	72.23	688.72	37.14	1.61	6.06	2.58	6.19	-	890.43
for the year	-	2.06	1.53	54.93	0.42	0.11	1.23	0.46	0.18	-	60.94
Adjustments	-	-	-	-	-	-	-	-	-	-	0.00
As at March 31, 2022	-	77.97	73.76	743.65	37.56	1.72	7.29	3.04	6.38	-	951.36
for the year	-	2.06	1.53	61.02	0.56	0.06	1.23	0.70	0.51	-	67.67
Adjustments	-	-	-	-	-	-	-	-	-	-	0.00
As at March 31, 2023	-	80.03	75.29	804.67	38.13	1.77	8.52	3.74	6.88	-	1,019.03
for the year	-	2.06	1.53	65.91	0.56	0.04	0.80	0.50	0.58	-	71.99
Adjustments	-	-	-	14.22	-	-	-	-	-	-	14.22
As at March 31, 2024	-	82.10	76.83	856.35	38.69	1.82	9.32	4.24	7.46	-	1,076.80
for the year	-	0.52	0.38	18.51	0.14	0.01	0.14	0.03	0.05	-	19.77
Adjustments	-	-	-	-	-	-	-	-	-	-	0.00
As at June 30, 2024	-	82.61	77.21	874.86	38.83	1.83	9.46	4.27	7.51	-	1,096.57
As at March 31, 2022	24.07	45.98	77.44	591.72	2.39	0.37	3.46	1.55	1.56	-	748.54
As at March 31, 2023	24.07	43.91	75.90	666.16	1.83	0.32	2.23	0.86	1.06	-	816.33
As at March 31, 2024	29.16	41.85	74.37	688.74	1.27	0.28	1.43	0.36	1.00	2.51	840.96
As at June 30, 2024	29.16	41.33	73.99	692.22	1.13	0.27	1.29	0.33	0.96	-	840.66

* During the financial year 2023-24, the company has received a government grant under IDS Subsidy Scheme applicable in the state of Uttarakhand amounting to rs. 70.25 Lakhs which has been reduced from the actual cost of the asset.

Refer Note No. 4 for information on Property, Plant and Equipment hypothecated by the Company against Borrowing

Annexure IV - Notes to restated financial statements
(All amounts in Indian Rupees in Lakhs, unless otherwise stated)

9 Employee benefit Plan

(A) Defined benefit Plan

The defined benefit plan operated by the Company is as below:

Retiring gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 to 30 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company does not make any contributions to gratuity funds and the plan is unfunded. The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation.

The defined benefit plans expose the Company to a number of actuarial risks as below:

(a) Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to Government Bonds Yield. If plan liability is funded and return on plan assets is below this rate, it will create a plan deficit.

(b) Interest risk: A decrease in the bond interstate (discount rate) will increase the plan liability.

(c) Mortality risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants. For this report we have used Indian Assured Lives Mortality (2012-14) ultimate table.

(d) Salary risk: The present value of the defined benefit plan liability is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

The following table sets out the amounts recognised in the financial statements in respect of retiring gratuity plan:

(i) Change in Defined Benefit Obligation (DBO)

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Present value of DBO at the beginning of the year	-	-	-	-
Current service cost	-	-	-	-
Interest cost	-	-	-	-
Actuarial (gain) / loss	-	-	-	-
Benefits paid	-	-	-	-
Present value of DBO at the end of the year	-	-	-	-

(ii) Change in fair value of plant assets

Particulars	For the year ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Fair value of plan assets at the beginning of the year	-	-	-	-
Interest income	-	-	-	-
Employer contributions	-	-	-	-
Benefits paid	-	-	-	-
Fair value of plan assets at the end of the year	-	-	-	-

(iii) Amounts recognised in the Balance Sheet

Particulars	As at 30th June, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
Present value of DBO at the end of the year	-	-	-	-
Fair value of plan assets at the end of the year	-	-	-	-
Net Liability recognised in the Balance Sheet	-	-	-	-

(iv) Components of employer expense

Particulars	As at 30th June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Current service cost	-	-	-	-
Interest cost	-	-	-	-
Actuarial (gain) / loss	-	-	-	-
Expense recognised in Statement of Profit and Loss	-	-	-	-

(v) Other comprehensive income

Particulars	For the year ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Experience adjustments on plan liabilities	-	-	-	-
Actuarial loss/(gain) due to change in financial assumptions	-	-	-	-
Actuarial loss/ (gain) due to change in demographic assumption	-	-	-	-
Remeasurements recognised in other comprehensive income	-	-	-	-

(vi) Nature and extent of investment details of the plan assets

Particulars	For the year ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
State and Central Securities	0%	0%	0%	0%
Bonds	0%	0%	0%	0%
Special deposits	0%	0%	0%	0%
Insurer managed funds	0%	0%	0%	0%

(vii) Assumptions

Particulars	For the year ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Discount Rate	0.00%	0.00%	0.00%	0.00%
Salary Increase Rate	0.00%	0.00%	0.00%	0.00%
Rate of Return on Plan Assets	0.00%	0.00%	0.00%	0.00%
Mortality Table	0.00%	0.00%	0.00%	0.00%
Retirement Age				
Withdrawal rates				

(B) Defined Contribution Plan**Provident fund and pension**

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The contributions, as specified under the law, are made to the employee provident fund organization (EPFO).

Company Name: KVS Castings Limited (Formerly known as KVS Castings Private Limited)

Annexure V Statement of Restatement Adjustments to Audited Financial Statements
(All amounts in Indian Rupees in Lakhs, unless otherwise stated)

PART-A

V.1 Reconciliation between audited profit and restated profit

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2021
A. Profit after tax (as per audited financial statements)	160.89	598.98	483.83	121.15
B. Add/(Less) : Adjustments on account of -				
1. Provision for Income Years for Prior Period			-	-
2. Change in Provision of Gratuity Estimates			-	-
3. Professional Expenses related to Previous Years			-	-
4. Deferred Tax			-	-
5. Provision for Taxation and MAT Credit			-	-
	-	-	-	-
C. Restated profit after tax (A+B)	160.89	598.98	483.83	121.15

V.2 Reconciliation of the Opening Balance of Surplus of Profit and Loss under Reserves and Surplus for the FY 2020-21:

Particulars	As on April 1, 2021
(A) Opening Balance of surplus	81.48
Add/(Less) : Adjustments on account of -	
1. Provision for Income Years for Prior Period	-
2. Change in Provision of Gratuity Estimates	-
3. Professional Expenses related to Previous Years	-
4. Deferred Tax	-
5. Provision for Taxation and MAT Credit	-
Total Adjustments (B)	-
Restated Opening Balance of surplus (A+B)	81.48

V.3 Reconciliation between total audited equity and total restated equity

Particulars	As at 30th June 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2021
A. Total Equity as per audited financial statements	2,743.30	2,582.41	1,983.44	769.22
B. Restatement Adjustments				
(i) Audit Qualifications	-	-	-	-
(ii) Other material adjustments				
Income Tax Provisions and Mat Credit	-	-	-	-
Deferred Tax Provisions	-	-	-	-
Change in Provision of Gratuity Estimates	-	-	-	-
Prior Period Expenses	-	-	-	-
C. Total Equity as Restated Statement of Assets and Liabilities(A+B)	2,743.30	2,582.41	1,983.44	769.22

(here total equity means Equity Share Capital and Reserves and Surplus)

Appropriate regroupings have been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profit and Loss and Restated Statement of Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per AS financial information of the Company for all the periods reported and prepared in accordance with Schedule III of Companies Act, 2013 and other applicable AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure

Part C Non Adjusting items

There are no non adjusting items.

Company Name: KVS Castings Limited (Formerly known as KVS Castings Private Limited)

**Annexure VI Other Notes to the Restated Standalone Financial Statements
(All amounts in Indian Rupees in Lakhs, unless otherwise stated)**

1 The figures of the year's presented have been regrouped / recast wherever necessary so as to make them comparable with current year's figures. Figures have been rounded off to the nearest lakhs.

2 In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the value stated if realized in ordinary course of business. Provisions for known liabilities are made & not in excess of the amount reasonably necessary. Moreover Balances of Unsecured Loans, Receivables, Loans & Advances and Current Liabilities are subject to confirmation, reconciliation and adjustments, if any.

3 Letter of credit for supply of raw material opened on behalf of company has been included in Trade payable.

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022	For the year ended 31 March, 2021
Letter of credit	N.A	N.A	N.A	N.A	N.A

4 Corporate social responsibility expenses

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022	For the year ended 31 March, 2021
a) Gross amount required to be spent by the Company during the year/period	2.70	6.45	N.A	N.A	N.A
b) total of previous years shortfall,	N.A	N.A	N.A	N.A	N.A
c) Total amount required to be spent	N.A	N.A	N.A	N.A	N.A
d) Gross amount provided for CSR activities	N.A	N.A	N.A	N.A	N.A
e) Amount spent during the period / year	N.A	N.A	N.A	N.A	N.A
f) shortfall at the end of the period / year	2.70	6.45	N.A	N.A	N.A
g) reason for shortfall	N.A	N.A	N.A	N.A	N.A
h) nature of CSR activities,	Not Applicable				

The Company was required to spend an amount of Rs. 6.45 Lakhs in 2023-24 and 2.70 lakhs in FY 2024-25 till Aug 2024 towards Corporate Social Responsibility (CSR) activities. This amount was unpaid as of August 2024. However, the entire amount was subsequently paid on dd/mm/2024.

As at the balance sheet date of 23rd October 2024, there are no outstanding CSR liabilities for the financial year 2023-24, as the amount has been fully discharged. This payment will be disclosed under the "CSR Expenditure" section of the financial statements for compliance with the statutory requirements.

5 Segment reporting

Based on guiding principle given in Accounting Standard 17 'Segment reporting, Issued by the Institute of Chartered Accountants of India

a) Primary Segment (Business Segment):

KVS Castings specializes in Cast Iron, SG Iron, Alloy Steel & Stainless Steel Casting solutions for well-known automobile sectors, Locomotive and Engineering Sector, committed to innovation and meeting quality norms, we cater to the evolving needs of customers and provide value-driven solutions. With our advanced technology and dedication to innovation, we provide complete casting solutions to meet the needs of our customers.

b) Secondary Segment (Geographical Segments)

During the both reporting periods, Current and previous year, the Company's major sale are located only in India. Hence, the same has been considered as representing a single Geographical Segment.

6 Disclosure Requirement under Section 186(4) of Companies Act, 2013.

Particular		
Category	Loan	Loan
As at April 01, 2020	-	-
Given during the year	-	-
Received back during the year	-	-
As at March 31, 2021	-	-
Given during the year	-	-
Received back during the year	-	-
As at March 31, 2022	-	-
Given during the year	-	-
Received back during the year	-	-
As at March 31, 2023	-	-
Given during the year	214.34	-
Received back during the year	0.43	-
As at March 31, 2024	213.90	-
Given during the year	162.00	-
Received back during the year	-	-
As at June 30, 2024	375.90	-

7

Total value of all imported raw materials, spare parts and components consumed during the financial year and the total value of all indigenous raw materials, spare parts and components similarly consumed and the percentage of each to the total consumption.

Particular	For the period ended 30 June 2024		For the year ended 31 March, 2024		For the year ended 31 March, 2023		For the year ended 31 March, 2022	
	Rs.	(%)	Rs.	(%)	Rs.	(%)	Rs.	(%)
A. Raw Materials and Components								
(I) Imported	-	-	-	-	-	-	-	-
(II) Indigenous	532.66	100.00%	2,187.79	100.00%	2,491.82	100.00%	2,138.67	100.00%
Total	532.66	100.00%	2,187.79	100.00%	2,491.82	100.00%	2,138.67	100.00%
B. Stores & Spares								
(I) Imported	-	-	-	-	-	-	-	-
(II) Indigenous	229.72	100.00%	1,122.62	100.00%	1,267.33	100.00%	1,071.12	100.00%
Total	229.72	100.00%	1,122.62	100.00%	1,267.33	100.00%	1,071.12	100.00%

(All amounts in Indian Rupees in Lakhs, unless otherwise stated)

ANNEXURE - VII : RESTATED STATEMENT OF CONTINGENT LIABILITIES

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2021
1. Bank Guarantee/LC Discounting for which FDR margin money has been given to the bank as Security	Nil	Nil	12.85	Nil
2. Entry Tax matters pending in various courts	Nil	Nil	Nil	Nil
3. Income Tax Demand	Nil	Nil	Nil	Nil
Total	Nil	Nil	Nil	Nil

ANNEXURE-VIII : RESTATED STANDALONE STATEMENT OF RELATED PARTY DISCLOSURES AS RESTATED

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.

A. Names of related parties and nature of relationship :

a) Controlling Companies/ Firms	Nil
b) Key Management Personnel (KMP)	i) Devendra Kumar Agarwal ii) Arpan Jindal
c) Relative of Key Management Personnel	i) Smt. Rekha Agarwal ii) Smt. Venu Jindal
d) Enterprises where KMP and their relative have significant influence	i) M/s Annpurna Steels Private Limited ii) M/s Devarpan Foods Private Limited iii) M/s Kumaun Garhwal Infrastructural Industrial Corporation Private Limited iv) M/s Kashi Vishwanath Steels Private Limited v) M/s KVS Ispat Private Limited vi) M/s Kumaun Plastic Waver's Laminators vii) M/s KVS Infracotech LLP

B) Transactions with related parties are as follows:

Nature of Transaction	Nature of Relationship	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2021
Director's Remuneration	Key Management Personnel	3.45	13.80	13.80	13.80
Unsecured Loans Received		-	-	15.52	226.16
Unsecured Loans Repaid		-	211.96	1.55	323.67
Paid against Imprest balance		-	48.33	-	-
Lease Rent Paid		-	-	-	0.60
Interest Paid on Unsecured Loan		-	10.19	-	-
Lease Rent Paid	Relative of Key Management Personnel	-	-	-	0.73
Freight Received	Enterprises where KMP & their relative have significant influence	-	-	-	3.76
Unsecured Loan Received		-	-	-	332.90
Unsecured Loans Repaid		-	-	-	229.27
Lease Rent Received		-	-	-	129.84
Job Work Charges Paid		-	-	-	284.98
Sales to Related Party		-	-	-	153.21
Purchase from Related Party		-	335.72	-	334.55
Unsecured Loan converted to Share Capital		-	-	-	-
Lease Rent Paid		3.93	13.38	13.38	-
Unsecured Loan given		162.00	275.00	46.62	-
Repayment of Unsecured loan given		-	65.00	43.75	-
Interest Received on Unsecured Loan Given		7.83	6.57	-	-
Investment		-	1.28	-	-

C) Balances outstanding are as follows:

Particulars	Nature of Relationship	Nature of Transaction	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2021
M/s Devarpan Foods Private Limited	Enterprises where KMP & their relative have significant influence	Loan Outstanding	382.95	213.90	-	-
M/s KVS Infracotech LLP	Enterprises where KMP & their relative have significant influence	Investment	28.02	28.02	-	-

(All amounts in Indian Rupees in Lakhs, unless otherwise stated)

ANNEXURE - IX : RESTATED STANDALONE STATEMENT OF SIGNIFICANT ACCOUNTING RATIOS

Particulars	For the Period ended 30 June, 2024	For the year ended 31 March, 2024	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Current Ratio	3.09	3.98	2.32	2.07
Debt-Equity Ratio,	0.02	0.02	0.25	0.25
Debt Service Coverage Ratio	111.46	28.07	19.23	4.08
Return on Equity Ratio	5.86%	23.19%	24.39%	8.08%
Inventory turnover ratio	0.56	2.22	3.01	3.54
Trade Receivables turnover ratio	1.49	7.91	5.49	5.15
Trade payables turnover ratio	1.69	11.81	6.47	4.52
Net capital turnover ratio	0.81	3.63	4.81	5.09
Net profit ratio	12.14%	11.06%	8.45%	2.61%
Return on Capital employed	8.42%	32.95%	30.95%	13.07%

Not annualized

Methodology:

1. Current Ratio = Current Asset / Current Liability
2. Debt-Equity Ratio = Total Debt / Equity
3. Debt Service Coverage Ratio = EBITDA / Finance Cost
4. Return on Equity Ratio = Profit After Tax / Total Equity
5. Inventory Turnover Ratio = Sale / Inventory
6. Trade Receivable Turnover Ratio = Revenue from Operations / Trade Receivable
7. Trade Payable Turnover Ratio = Purchase / Trade Payable
8. Net Capital Turnover Ratio = Revenue from Operations / (Current Asset - Current Liability)
9. Net Profit Ratio = Profit After Tax / Revenue
- 10 Return on Capital Employed= EBIT/ (Total Assets-Current Liabilities)

ANNEXURE - X : RESTATED STATEMENT OF CAPITALISATION
(All amounts in Indian Rupees in Lakhs, unless otherwise stated)

Particulars	Pre 30.06.2024	Post
Debt		
Short Term Debt	32.57	-
Long Term Debt	20.58	-
Total Debt	53.15	-
Shareholders' Fund (Equity)		
Share Capital	1,330.71	-
Reserves & Surplus	1,412.59	-
Total Shareholders' Fund (Equity)	2,743.30	-
Long Term Debt/Equity	0.01	-
Total Debt/Equity	0.02	-

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months
2. Long term Debts represent debts other than Short term Debts as defined above
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30/06/2024



OTHER FINANCIAL INFORMATION

For Details on other financial information please refer to Annexure IX– “Significant Accounting Ratios” on page F-23 under the chapter titled Financial Statements as Restated beginning on page 208 of this Draft Red Herring Prospectus.

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MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion is intended to convey management’s perspective on our financial condition and results of operations for the period ended June 30, 2024, and for the financial year ended March 31, 2024, March 31 2023 and March 31, 2022. One should read the following discussion and analysis of our financial condition and results of operations in conjunction with our section titled “Financial Statements” and the chapter titled “Restated Financial Statements” on page 208 of the Draft Red Herring Prospectus. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled “Risk Factors” on page 27 of this Draft Red Herring Prospectus. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer the chapter titled “Forward-Looking Statements” on page 18 of this Draft Red Herring Prospectus. Unless otherwise stated, the financial information of our Company used in this section has been derived from the Restated Financial Information. Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

COMPANY OVERVIEW

Our Company was originally formed as a Partnership Firm under the Partnership Act, 1932 (“Partnership Act”) in the name and style of “Kashi Enterprises” pursuant to Deed of Partnership dated August 20, 2005. Further, “Kashi Enterprises” was thereafter converted from Partnership Firm to a Private Limited Company under Part I chapter XXI of the Companies Act, 2013 with the name and style of “KVS Castings Private Limited” and received a Certificate of Incorporation bearing CIN U27100UR2019PTC012217 from the Registrar of Companies, Delhi dated June 10, 2019.

Subsequently, pursuant to a special resolution passed by the Shareholders at their Extra Ordinary General Meeting held on July 02, 2024, our Company was converted from a Private Limited Company to Public Limited Company and consequently, the name of our Company was changed to “KVS Castings Limited” and a Fresh Certificate of Incorporation pursuant to Conversion was issued on September 09, 2024, by the Registrar of Companies, Central Processing Center.

As on the date of this Draft Red Herring Prospectus, the Corporate Identity Number of our Company is U27100UR2019PLC012217.

BUSINESS OVERVIEW

As the Foundry Division of the KVS Premier Group, Our Company specializes in quality ferrous castings. Our Company is involved in the manufacturing and production of Cast Iron and Ductile Iron castings. We deliver comprehensive casting solutions tailored to meet our customers' needs. From cast iron to stainless steel, we offer a total casting solution under one roof, with a portfolio of more than 150 products, including Suspension Brackets, Brake Drums, Gear Box Housing, Pump Body, Oil Filters and more.

We ensure maintaining the required quality standards, we are accredited with certifications in IATF 16949:2016, ISO 9001:2015 and Certified by the RDSO (Research and development organization under the Ministry of Railways in India).

We are the castings supplier for various industries, including:

- Automobile including passenger and commercial vehicles
- Railway
- Heavy Machinery and Equipment
- Energy and Power Generation
- Infrastructure and Construction
- Agricultural Machinery includes Tractor

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR I.E., MARCH 31, 2024

As per mutual discussion between the Board of the Company and BRLM, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in the Draft Red Herring Prospectus and which materially and adversely affect or is likely to affect within the next twelve months except as follows:

- The Board of Directors of our Company has approved and passed a resolution on September 10, 2024, to authorize the Board of Directors to raise the funds by way of Initial Public Offering.
- The Shareholders of our Company has approved and passed a resolution on September 25, 2024, to authorize the issue by way of Initial Public Offering.
- The Shareholders of our company appointed Mr. Arpan Jindal as Managing Director w.e.f. August 10, 2024.
- The shareholders of our Company appointed Mr. Vivek Karnavat and Mr. Madhup Misra as Independent Directors w.e.f. August 10, 2024.
- The board of directors appointed Ms. Shweta Mehrotra, as Company Secretary & Compliance officer of the Company & appointed Mr. Raj Kumar Arora as Chief Financial Officer of the Company w.e.f. July 30, 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 Factor*” beginning on page 27 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our inability to capitalize the opportunities and growth in the ferrous casting industry
- Our dependency on the Auto Components industry
- Termination of lease agreements with respect to the properties used by our company
- Our dependency on significant power requirements for continuous running of our manufacturing units
- Our dependency on third party transportation providers for the timely delivery of raw materials
- Our ability to successfully implement our strategy, our growth and expansion.
- Fail to attract, retain and manage the transition of our management team and other skilled employees.
- Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties.
- Ability to respond to technological changes.
- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate.
- General economic and business conditions in the markets in which we operate and in the local, regional and national economies.
- Our ability to effectively manage a variety of business, legal, regulatory, economic, social and political risks associated with our operations.
- Recession in the market.

- Changes in laws and regulations relating to the industries in which we operate.
- Failure to obtain any approvals, licenses, registrations and permits in a timely manner.
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices.
- Uncertainty in relation to continuing effect of the COVID-19 pandemic on our business and operations.
- Occurrence of natural disasters or calamities affecting the areas in which we have operations.
- Conflicts of interest with affiliated companies, the promoter group and other related parties.
- The performance of the financial markets in India and globally.
- Our ability to expand our geographical area of operation.
- Concentration of ownership among our Promoters.

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MANAGEMENT'S DISCUSSION ON RESULTS OF OPERATION

(Rupees In lakhs except %)

S. No.	Particulars	For the Period ending 30 th June, 2024	% of total income	For the Period ending 31st March, 2024	% of total income	For the Period ending 31st March 2023	% of total income	For the Period ending 31st March 2022	% of total income
1	I. Revenue from operations	1,325.24	98.78%	5,415.75	99.00%	5,726.34	99.40%	4,633.29	99.59%
2	II. Other Income	16.36	1.22%	54.57	1.00%	34.86	0.60%	18.89	0.41%
	III Total Income (I+II)	1341.61	100.00%	5,470.31	100.00%	5,761.20	100.00%	4,652.18	100.00%
	IV Expenses:								
3	Cost of Material Consumed	532.67	39.70%	2,187.79	39.99%	2,491.81	43.25%	2,138.67	45.97%
4	Change in Inventory (Finished goods/WIP)	23.33	1.74%	(10.82)	(0.20%)	(67.22)	(1.17%)	(44.50)	(0.96%)
5	Employee benefit expense	30.76	2.29%	112.14	2.05%	122.05	2.12%	109.40	2.35%
6	Financial costs	2.13	0.16%	32.07	0.59%	39.05	0.68%	73.21	1.57%
7	Depreciation and amortization expense	19.77	1.47%	71.99	1.32%	67.67	1.17%	60.94	1.31%
8	Other expenses	517.94	38.61%	2,281.07	41.70%	2,463.52	42.76%	2,149.85	46.21%
9	Total Expenses	1126.60	83.97%	4,674.23	85.45%	5,116.89	88.82%	4,487.56	96.46%
	V Profit before tax (III+ IV)	215.00	16.03%	796.09	14.55%	644.31	11.18%	164.63	3.54%
10	VI Tax expense:								
	(I) Current tax	54.71	4.08%	195.45	3.57%	158.73	2.76%	42.97	0.92%
	(II) Deferred tax	(0.60)	(0.04%)	1.66	0.03%	1.74	0.03%	0.51	0.01%
11	VII Restated profit after tax (VII - VIII)	160.89	11.99%	598.98	10.95%	483.84	8.40%	121.15	2.60%

Our Significant Accounting Policies

For Significant accounting policies please refer "Significant Accounting Policies", under Chapter titled Financial Statements beginning on page 208 of the Draft Red Herring Prospectus.

Overview of Revenue & Expenditure

The following discussion on results of operations should be read in conjunction with the Restated Financial statements for the financial years 2023- 2024, Financial Year 2022-23 & Financial Year 2021-22. Our revenue and expenses are reported in the following manner:

Revenues

◆ Revenue of operations

Our Company's revenue is primarily generated from selling of various product made iron and steel casting to various sector auto components, Farm, Railways and other industries such as Heavy Engineering, Power generation.

◆ Other Income

Other Income includes Interest on FD, Interest other, Misc. Income and Interest on Loan.

Expenditure

Our total expenditure primarily consists of Cost of material consumed, Changes in inventories of finished goods and work-in-progress, employee benefits expense, Finance Cost, Depreciation and Amortisation expense, and Other expenses.

◆ Cost of Material Consumed

The cost of material consumed consists of Opening stock, Purchases and Closing Stock.

◆ Changes in inventories of finished goods and work-in-progress

The Changes in inventories of finished goods includes differences of Opening Stock of Consumables and Closing Stock of Consumables. Consumables means the requirement of packaging material like corrugated boxes, plastic wrap; stationery items like scissors, tape, pen, paper etc. and other related consumables are required on regular basis for daily operations.

◆ Employee benefits expense

Employee benefits expense includes Salary, Wages and Bonus, Gratuity, Contribution to PF and ESI Fund, Director Remuneration and Staff Welfare.

◆ Finance Cost

Finance Cost includes major expenses on 'Interest on Borrowings and Other Borrowing Cost.

◆ Depreciation and amortisation expense

Depreciation and amortisation expenses includes Depreciation on Factory Building, Office Building, Plat & Machinery, Land Equipment, Furniture & Fixtures, Vehicle, Office Equipment, and Computers.

STUB PERIOD ENDED JUNE 30, 2024 (BASED ON RESTATED FINANCIAL STATEMENTS)

Income

Total Income

Total Income for the period ended June 30, 2024, stood at Rs. 3,141.61 lakhs.

Revenue from operations

Revenue from operation for the period ended June 30, 2024, stood at Rs. 1,325.24 lakhs which is 98.78% of the Total Income.

Other Income

Other Income for the period ended June 30, 2024, stood at Rs. 16.36 lakhs, which is 1.22% of the Total Income.

Expenditure

Total Expenses

Total Expenses for the period ended June 30, 2024, stood at Rs. 1126.60 lakhs which is 83.97% of the Total Income which includes Cost of Consumption, Employment Benefit Expenses, Finance Costs, Depreciation and Amortization expenses, and Other Expenses.

Cost of Material Consumed

Cost of material consumed as for the period ended June 30, 2024, stood at Rs. 532.67 Lakhs representing 39.70% of the Total Income.

Change In Inventory of Finished Goods, WIP and Stock-in-Trade

The change in inventory for the Period ended June 30, 2024, stood at Rs. 23.33 Lakhs representing 1.74% of the Total Income.

Employment Benefit Expenses

Employment Benefit Expenses for the period ended June 30, 2024, stood at Rs. 30.76 lakhs which is 2.29% of the Total Income which includes Salaries and wages, Bonus & Leave Encashment, ESI & PF Expenses, Group gratuity expenses, Staff welfare expenses, and Director Remuneration.

Finance Cost

Finance Cost for the period ended June 30, 2024, stood at Rs. 2.13 lakhs which is 0.16% of the Total Income.

Depreciation and Amortization Expenses

Depreciation and Amortization Expenses for the period ended June 30, 2024, stood at Rs. 19.77 lakhs which is 1.47% of the Total Income

Other Expenses

Other Expenses for the period ended June 30, 2024, stood at Rs. 517.94 lakhs which is 38.61% of the Total Income which includes major expenses like Stores, Spares & Consumable Expenses, Power & Fuel, Wages & Salaries related to Production, Contractual Wages, and Freight Outward.

Restated Profit before Tax

Restated profit before tax for the period ended June 30, 2024, stood at Rs. 215.00 lakhs which is 16.03% of the Total Income.

Tax Expenses

Tax Expenses for the period ended June 30, 2024, stood at Rs. 54.11 lakhs out of which Current Tax being Rs. 54.71 lakhs and Deferred Tax being Rs. (0.60) lakhs which is 4.08% and (0.04) % respectively of the Total Income.

Restated Profit after Tax

Restated profit after tax for the period ended June 30, 2024, stood at Rs. 160.89 lakhs which is 11.99% of the Total Income.

PERIOD ENDED MARCH 31, 2024, COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023 (BASED ON RESTATED FINANCIAL STATEMENTS)

Income

Total Income

The total income of our company for the financial year ended March 31, 2024, was Rs. 5470.31 Lakhs against Rs. 5761.20 Lakhs for the financial year ended March 31, 2023, representing a decrease of 5.05%.

Reason: The decrease is on account of the decrease in revenue from operations from the previous year.

Revenue from operation

The revenue from operation of our company for the financial year ended March 31, 2024, was Rs. 5,415.75 Lakhs against Rs. 5,726.34 Lakhs for the financial year ended March 31, 2023, representing a decrease of 5.42%.

Reason: *The decrease in the revenue from operations is very marginal. The main reason for the decrease in the revenue is our sales prices with customers which are linked with our market price of the raw material i.e. CRC Scrap, which is reviewed in every quarter. Further, our sales price changes according to its inflation / deflation of CRC Scrap. In FY 23-24, there was a continuous reduction in CRC scrap prices. Hence, our per kg SALE RATE has been reduced for all the customers. Revenue breakup of the same is as follows:*

(Rupees in Lakhs)

Particulars	FY 2024	%age	FY 2023	%age
Auto components (Commercial and passenger)	4,561.83	84.23%	4,589.62	80.15%
Farm Tractor	540.23	9.98%	802.61	14.02%
Railways	247.70	4.57%	253.50	4.43%
Others (Heavy engineering, Earth moving, power generation, sugar)	66.00	1.22%	80.62	1.41%
Total	5,415.76	100%	5,726.34	100%

Other Income

The other income of our company for the financial year ended March 31, 2024, was Rs. 54.57 Lakhs against Rs. 34.86 Lakhs for the financial year ended March 31, 2023, representing an increase of 56.55%.

Reason: *This was primarily due to a significant increase in interest on FD & RD, interest on security deposits, and profit from KVS Infratech LLP. The company also gain profit from the sale of fixed assets in FY 2023-24. Their respective changes are as follows:*

(Rupees in Lakhs)

Particulars	FY 2024	FY 2023
Interest on FD & RD	30.34	21.96
Misc Income	0.02	-
Interest on Security Deposit	9.13	2.10
Interest on Unsecured Loan	6.57	10.92
Profit/(Loss) from KVS Infratech LLP*	0.85	(0.12)
Profit on Sale of Fixed Assets	7.65	-
Total	54.57	34.86

Expenditure

Total Expenses

Total Expenses for the financial year ended March 31, 2024, stood at Rs. 4,674.23 Lakhs whereas for the financial year ended March 31, 2023, it stood at Rs. 5,116.89 Lakhs represent a decrease of 8.65%.

Reason: The decrease is on account of the decrease in the Cost of Material Consumed, Employee Benefit Expenses, Finance costs and other expenses. Decrease and their respective changes are as follows:

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Cost of Material Consumed	2,187.79	2,491.81
Year on Year Increase/(decrease)	(12.20%)	
Employee Benefit Expenses	112.14	122.05
Year on Year Increase/(decrease)	(8.12%)	
Finance Cost	32.07	39.05
Year on Year Increase/(decrease)	(17.89%)	
Other Expenses	2,281.07	2,463.52
Year on Year Increase/(decrease)	(7.41%)	

Cost of Material Consumed

The cost of material consumed for the financial year ended March 31, 2024, was Rs. 2,187.79 Lakhs against Rs. 2,491.81 Lakhs for the financial year ended March 31, 2023, representing a decrease of 12.20%.

Reason: The cost of material consumed has decreased primarily due to the decrease lower Cost of raw material.

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Cost of Material Consumed	2,187.79	2,491.81
Year on Year Increase/(decrease)	(12.20%)	

Change In Inventory of Finished Goods, WIP and Stock-in-Trade

The change in inventory for the financial year ended March 31, 2024, stood at Rs. (10.82) Lakhs whereas for the financial year ended March 31, 2023, it stood at Rs. (67.22) Lakhs representing a decrease of 83.90%.

Employee Benefit Expenses

The cost incurred on the employee benefit expenses for the financial year ended March 31, 2024 were Rs. 112.14 Lakhs against Rs. 122.05 Lakhs for the financial year ended March 31, 2023, representing a decrease of 8.12%.

Reason: There was a decrease in 'Employee benefit expenses' because of decrease in salary & wages, bonus & leave encashment and group gratuity expense.

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salary & Expenses	47.17	54.37
Year on Year Increase/(decrease)	(13.25%)	
Bonus & Leave Encashment	18.51	20.80
Year on Year Increase/(decrease)	(11.01%)	
Group Gratuity Expense	6.21	8.30
Year on Year Increase/(decrease)	(25.14%)	

Finance Costs

The finance cost for the financial year ended March 31, 2024 were Rs. 32.07 Lakhs against Rs. 39.05 Lakhs for the financial year ended March 31, 2023, representing a decrease of 17.89%.

Reason: There is a decrease in the finance cost of the company due to a decrease in the long-term and short-term borrowing of the Company over the year.

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Long-term borrowings	28.13	295.04
Year on Year Increase/(decrease)	(90.47%)	
Short-term borrowings	30.00	202.74
Year on Year Increase/(decrease)	(85.20%)	

Depreciation of amortization expenses

The Depreciation of amortization expenses for the financial year ended March 31, 2024 were Rs. 71.99 Lakhs against Rs. 67.67 Lakhs for the financial year ended March 31, 2023, representing an increase of 6.38%.

Reason: Depreciation and amortization expenses have been increased because of the acquisition of the fixed assets by the Company is more in FY 24 as compare to last year.

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Addition in Fixed Assets	160.59	135.46
Year on Year Increase/(decrease)	18.55%	

Other Expenses

The other expenses for the financial year ended March 31, 2024, were Rs. 2,281.07 Lakhs against Rs. 2463.52 Lakhs for the financial year ended March 31, 2023, representing a decrease of 7.41%.

Reason: The major decrease in other expenses is from the decrease in direct expenses i.e. Stores, Spares & Consumable Expenses; contractual wages and some other expenses i.e. testing expenses; and bad debts written off.

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Stores, Spares & Consumable Expenses	1,122.62	1,267.33
Year on Year Increase/(decrease)	(11.42%)	
Contractual Wages	57.56	124.31
Year on Year Increase/(decrease)	(53.70%)	
Wages & Salaries related to Production	190.29	204.19
Year on Year Increase/(decrease)	(6.81%)	
Testing Expenses	-	1.15
Year on Year Increase/(decrease)	(100%)	
Bad Debts Written off	-	1.32
Year on Year Increase/(decrease)	(100%)	

Profit/ (Loss) before Tax

Our Company had reported a profit before tax for the financial year ended March 31, 2024 of Rs. 796.09 Lakhs against profit before tax of Rs. 644.31 Lakhs for the financial year ended March 31, 2023, representing an increase of 23.56%.

Tax Expense

Our total tax expense also accordingly increased by Rs. 36.641 Lakhs from Rs. 160.47 lakhs in financial year ended March 31, 2023, to Rs. 197.11 Lakhs in financial year ended March 31, 2024.

Reason: The major increase in tax expense is due to increase in Profit Before Tax from Rs. 644.31 Lakhs in financial year 2022-23 to Rs. 796.09 Lakhs in financial year 2023-24.

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Tax Expenses	197.11	160.47
Current Tax	195.45	158.73
Deferred Tax	1.66	1.74
Year on Year Increase/(decrease)		22.83%

Profit/ (Loss) after Tax

Our Company had reported a profit after tax for the financial year ended March 31, 2024 of Rs. 598.98 Lakhs against profit after tax of Rs. 483.84 Lakhs for the financial year ended March 31, 2023, representing an increase of 23.80%.

Reason: The rise in the PAT margin is due to a larger reduction in total expenses, which decreased by Rs. 442.66 Lakhs, compared to a decrease in total income of Rs. 290.88 Lakhs. In FY 2024, We have done continuous Cost Saving Exercises and improved our manufacturing efficiency, these cost-saving exercises include Yield Improvement, Rejection Control, Control on Procurement Prices of Raw Materials and many others. also, In FY 24 the market price of our main raw materials i.e. CRC Scrap which was reviewed every quarter was continuously reducing which cause also decrease in our cost of material consumed.

(Rupees in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Total Income	5,470.31	5,761.20
Year on Year Increase/(decrease)	(5.05%)	
Total Expenses	4,674.23	5,116.89
Year on Year Increase/(decrease)	(8.65%)	
Tax Expenses	197.11	160.47
Year on Year Increase/(decrease)	22.83%	
Profit after Tax	598.98	483.84
Profit Margin in %	11.06%	8.45%

FISCAL YEAR ENDED MARCH 31, 2023, COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2022 (BASED ON RESTATED FINANCIAL STATEMENTS)

Income

Total Income

The total income of our company for the financial year ended March 31, 2023, was Rs. 5,761.20 Lakhs against Rs. 4,652.18 Lakhs for the financial year ended March 31, 2022, representing an increase of 23.84%.

Reason: The reason for the increase in total income is the increase in revenue from operations and other income of the company.

Revenue from operation

The revenue from the operation of our company for the financial year ended March 31, 2023 was Rs. 5,726.34 Lakhs against Rs. 4,633.29 Lakhs for the financial year ended March 31, 2022, representing an increase of 23.59%.

Reason: Revenue from operations increased primarily because of an increase in sales of goods in domestic as compared to the previous financial year. Industries product revenue breakup of the same is as follows:

(Rupees in Lakhs)

Particulars	FY 2023	%age	FY 2022	%age
Auto components (Commercial and passenger)	4,589.62	80.15%	3,312.99	71.50%
Farm Tractor	802.61	14.02%	962.29	20.77%
Railways	253.50	4.43%	243.15	5.25%
Others (Heavy engineering, Earth moving, power generation, sugar)	80.62	1.41%	114.87	2.48%
Total	5,726.34	100%	4,633.29	100%

Other Income

The other income of our company for the financial year ended March 31, 2022 was Rs. 34.86 Lakhs against Rs. 18.89 Lakhs for the financial year ended March 31, 2023, representing an increase of 84.51%.

Reason: This was primarily due to a significant increase in interest income on FD & RD, an increase in interest earned on secured deposits, and interest earned on unsecured loans during FY 23. The bifurcation of same is as follows:

(Rupees in Lakhs)

Particulars	FY 2023	FY 2022
Interest on FD & RD	21.96	16.14
Income from transportation	-	0.14
Misc Income	-	0.96
Interest on Security Deposit	2.10	1.65
Interest on Unsecured Loan	10.92	-
Profit/(Loss) from KVS Infratech LLP	(0.12)	-
Total	34.86	18.89

Expenditure

Total Expenses

Total Expenses for the financial year ended March 31, 2023, stood at Rs. 5,116.89 Lakhs whereas for the financial year ended March 31, 2022, it stood at Rs. 4,487.57 Lakhs representing an increase of 14.02%.

Reason: The increase is on account of the increase in the Cost of Material Consumed, Change in Inventory, Employee Benefit Expenses, depreciation and amortization expenses, and other expenses. Increase and their respective change is as follows:

(Rupees in lakhs, except %)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cost of Material Consumed	2,491.81	2,138.67
Year on Year Increase/(decrease)	16.51%	
Employee Benefit Expenses	122.05	109.40
Year on Year Increase/(decrease)	11.57%	
Depreciation & Amortisation Expenses	67.67	60.94
Year on Year Increase/(decrease)	11.04%	
Other Expenses	2,463.52	2,149.84
Year on Year Increase/(decrease)	14.59%	

Cost of Material Consumed

The cost of material consumed for the financial year ended March 31, 2023 was Rs. 2,491.81 Lakhs against Rs. 2,138.67 Lakhs for the financial year ended March 31, 2022, representing an increase of 16.51%.

Reason: The cost of goods sold has increased primarily due to the increase in our revenue.

(Rupees in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cost of Material Consumed	2,491.81	2,138.67
Year on Year Increase/(decrease)	16.51%	
Revenue from Operations	5,726.34	4,633.29
Year on Year Increase/(decrease)	23.59%	

Change In Inventory of Finished Goods, WIP and Stock-in-Trade

The change in inventory for the financial year ended March 31, 2023, stood at Rs. (67.22) Lakhs whereas for the financial year ended March 31, 2022, it stood at Rs. (44.50) Lakhs representing an increase of 51.04%.

Employee Benefit Expenses

The cost incurred on the employee benefit expenses for the financial year ended March 31, 2023 were Rs. 122.05 Lakhs against Rs. 109.40 Lakhs for the financial year ended March 31, 2022, representing an increase of 11.56%.

Reason: There was an increase in 'Employee benefit expenses' because of increase in salaries & wages, bonus & leave encashment, ESI expenses, PF expenses and group gratuity expenses.

(Rupees in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and Wages	54.37	50.79
Director's Remuneration	13.80	13.80
Staff Welfare Expenses	-	0.16
Bonus & Leave Encashment	20.80	15.73
ESI Expense	4.85	4.42
PF Expense	19.93	18.45
Group Gratuity Expense	8.30	6.05
Total	122.05	109.40

Finance Costs

The finance cost for the financial year ended March 31, 2023, was Rs. 39.05 Lakhs against Rs. 73.21 Lakhs for the financial year ended March 31, 2022, representing a decrease of 46.66%.

Reason: There is a decrease in the finance cost of the company due to long-term borrowings decrease because the company its unsecured loans to equity in FY 22 so the outstanding balance for FY 23 was heavily decreased so the interest cost also decreased as compared to the last year.

(Rupees in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Balance	379.06	1,090.51
Closing Balance	497.79	379.06
Net Repayment	(118.73)	711.45

Depreciation of amortization expenses

The Depreciation of amortization expenses for the financial year ended March 31, 2023 were Rs. 67.67 Lakhs against Rs. 60.94 Lakhs for the financial year ended March 31, 2022, representing an increase of 11.05%.

Reason: Depreciation and amortization expenses have been increased because of the acquisition of the fixed assets by the Company.

(Rupees in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Addition in Fixed Assets	135.46	4.05
Year on Year Increase/(decrease)	3,248.85%	

Other Expenses

The other expenses for the financial year ended March 31, 2023 were Rs. 2,463.52 Lakhs against Rs. 2,149.85 Lakhs for the financial year ended March 31, 2022, representing a decrease of 14.59%.

Reason: *The major increase in other expenses is from Stores, Spares & Consumable Expenses, Power & Fuel, Wages & Salaries related to Production, Rent, Rates, Fees and Taxes, Decrease and their respective change is as follows:*

(Rupees in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Stores, Spares & Consumable Expenses	1,267.33	1,071.12
Year on Year Increase/(decrease)	18.32%	
Power & Fuel	759.27	652.03
Year on Year Increase/(decrease)	16.45%	
Wages & Salaries related to Production	204.19	197.28
Year on Year Increase/(decrease)	3.50%	

Profit/ (Loss) before Tax

Our Company had reported a profit before tax for the financial year ended March 31, 2023, of Rs. 644.31 Lakhs against profit before tax of Rs. 164.62 Lakhs for the financial year ended March 31, 2022, representing an increase of 291.38%.

Tax Expense

Our total tax expense also accordingly increased by Rs. 166.99 Lakhs from Rs. 43.48 lakhs in financial year ended March 31, 2022 to Rs. 160.47 Lakhs in financial year ended March 31, 2023.

Reason: The major increase in tax expense is due to increase in Profit Before Tax from Rs. 43.48 Lakhs in financial year 2021-22 to Rs. 166.99 Lakhs in financial year 2022-23.

(Rupees in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Tax Expenses	160.47	43.48
Current Tax	158.73	42.97
Deferred Tax	1.74	0.51
Year on Year Increase/(decrease)	269.10%	

Profit/ (Loss) after Tax

Our Company reported a profit after tax for the financial year ended March 31, 2023, of Rs. 483.84 Lakhs against profit after tax of Rs. 121.15 Lakhs for the financial year ended March 31, 2022, representing an increase of 299.37%.

Reason: The rise in the PAT margin is a result of total expenses rising at a slower pace than revenue. While total expenses went up by ₹629.32 lakhs, total income saw a larger increase of ₹1,109.01 lakhs. This disparity between income and expenses has contributed to improved profitability. The main reasons for the increase in PAT were:

In FY 21-22 we started doing individual product costing and came to know that we were producing many items which were either loss-making or having very less margin, we have stopped manufacturing all such items in a phased manner and replaced by new items / customers having higher and better sale price.

We have increased our machine capacity through addition in Fixed Assets, which helped us in supplying parts in Fully Finished Condition thereby giving value addition which resulted increase in revenue and more profit margin. We have done a lot of cost-saving exercises and improved our manufacturing efficiency, these cost-saving exercises include Yield Improvement, Rejection Control, Control on Procurement Prices of Raw Material and many others.

(Rupees in lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Total Income	5,761.20	4,652.18
Year on Year Increase/(decrease)	23.84%	
Total Expenses	5,116.89	4,487.57
Year on Year Increase/(decrease)	14.02%	
Tax Expenses	160.47	43.48
Year on Year Increase/(decrease)	269.10%	
Profit after Tax	483.84	121.14
Profit Margin in %	8.45%	2.61%

INFORMATION REQUIRED AS PER ITEM (II) (C) (I) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:

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 no. 27 of this Draft Red Herring Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Other than as described in this Draft Red Herring Prospectus, particularly in the sections Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations on page no. 27 and 210, respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

4. Income and Sales on account of major product/main activities

The income and sales of our Company on account of major activities derives from the Sale of Castings to Auto components, Farm, Railways and other industries such as Heavy Engineering and Power generation.

5. Future changes in the relationship between costs and revenues, in case of events such as future increase in cost of raw material and major change in Auto components industries that will cause a material change are known.

Our Company's future costs and revenues can be indirectly impacted by an increase in the cost of raw material and change in auto components industries.

6. Future relationship between Costs and Income

Our Company's future costs and revenues will be determined by competition, demand/supply situation, interest rates quoted by banks & others.

7. The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.

Increases in our revenues are by and large linked to increases in the volume of business.

8. Total turnover of each major industry segment in which the issuer company operates.

The Company operates in the Ferrous Casting Industries. Relevant industry data, as available, has been included in the chapter titled "Our Industry" beginning on page 101 of this Draft Red Herring Prospectus.

9. Status of any publicly announced new products or business segments.

Our Company has not announced any new services and segment / scheme, other than disclosure in this Draft Red Herring Prospectus.

10. The extent to which the business is seasonal.

Our business is not seasonal in nature.

11. 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 the section titled Our Business on page 119 of this Draft Red Herring Prospectus.

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FINANCIAL INDEBTEDNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or up to such amount as may be approved by the shareholders from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities, such as change in its capital structure, a change in its shareholding pattern and a change in promoter's shareholding which has a possible change in the management control of our Company.

As on June 30, 2024, the aggregate borrowing of the company from bank, financial Institution and others is Rs. 53.16 Lakhs, as per the certificate issued by M/s Arora Gupta & Co. , Chartered Accountants (FRN: 021313C), dated September 24, 2024.

Set forth below is a brief summary of our aggregate borrowings from banks and financial institutions as of June 30, 2024:

Secured Loan

(Rupees In Lakhs)

Name of Lender	Loan Amount	Rate of Interest (per annum)	Nature of Loan	Tenure	Outstanding as on June 30, 2024
Punjab National Bank	150.00	9.25%	Term Loan	Long Term	50.59
Punjab National Bank	400.00	-	Cash Credit	Short Term	2.57
Total					53.16

Unsecured Loan

(Rupees In Lakhs)

Name of Lender	Loan Amount	Rate of Interest (per annum)	Nature of Loan	Tenure	Outstanding as on June 30, 2024
NIL					

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SECTION VII - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Draft Red Herring Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Group Companies or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.

Except as disclosed below there are no:

- a) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years;
- b) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action;
- c) pending proceedings initiated against our Company for economic offences;
- d) default and non-payment of statutory dues by our Company;
- e) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company, including fines imposed or compounding of offences done in those five years;
- f) Material frauds committed against our Company in the last five years.

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies/entities, would be considered material for the purposes of disclosure if:

- a) the monetary amount of the claim made by or against the Company, its joint venture(s) and directors in any such pending litigation is equal to or in excess of 10% of the consolidated revenue of the Company or 25% of the profits before tax of the Company (whichever is lower) as per the last audited financial statements of the Company for a complete financial year, as included in the Offer Documents; or
- b) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation does not exceed the amount determined as per clause (a) above, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (a) above; and
- c) Any such litigation which does not meet the criteria set out in (a) above and an adverse outcome which

would materially and adversely affect the operations or financial position of the Company.

- d) Our Board, in its meeting held on September 10, 2024 determined that outstanding legal proceedings involving the Company, its Directors and Promoters will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 2% of the consolidated revenue of the Company, as per the last audited standalone financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation has been considered material only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company. Unless otherwise stated to the contrary, the information provided is as of date of this Draft Red Herring Prospectus.

I. Litigations involving our Company

A. CASES FILED AGAINST OUR COMPANY

1. Litigation involving Criminal Matters: **NIL**

2. Litigation involving Civil Matters

The Assistant Labour Commissioner, Rudrapur Vs. KVS Castings Private Limited (Now Known as KVS Castings Limited)

The Assistant Labour Commissioner, Rudrapur has issued a notice to M/s KVS Castings Limited (**Company**) on February 03, 2024 against the complaint of a Worker under the Industrial Dispute Act, 1947, demanding a sum of Rs. 67,424/- and in response to the notice reply was submitted on July 24, 2024.

Current Status: The matter is pending before the Assistant Labour Commissioner, Rudrapur.

3. Litigation Involving Actions by Statutory/Regulatory Authorities: **NIL**

4. Disciplinary Actions by Authorities: **NIL**

5. Litigation/Matters involving Tax Liabilities:

- i. Direct Tax: NIL
- ii. Indirect Tax: NIL

B. CASES FILED BY OUR COMPANY

1. Litigation involving Criminal Matters: **NIL**

2. Litigation involving Civil Matters:

KVS Castings Limited Vs Secretary Urban Development

M/s KVS Castings Limited (“Company”, or “Petitioner”) on September 25, 2024, filed a writ petition vide CNR No. UKHC01-015375-2024, against the Secretary Urban Development Before the High Court, Uttarakhand.

Brief facts of the Case:

The respondents issued a letter regarding assessment of the Property tax over the petitioner, The petitioner made the objection, mentioning therein that the property tax cannot be imposed by the respondent over the petitioner because the petitioner’s unit is running in an industrial area/ industrial estate duly notified by the govt. which is a special area and is an industrial town.

The respondent while ignoring the objection, issued another notice as a last notice and while providing a last opportunity of self-assessment tax otherwise to issue the recovery certificate to the collector as arrears of Land Revenue. Hence, the Petitioner has filed this writ petition

Current Status: The matter is pending before the High Court, Uttarakhand. Next date of hearing is March 17, 2025.

- | | |
|---|------------|
| 3. Litigation Involving Actions by Statutory/Regulatory Authorities: | NIL |
| 4. Disciplinary Actions by Authorities: | NIL |
| 5. Litigation/Matters involving Tax Liabilities: | NIL |

II. Litigations involving our Promoters/ Director

A. CASES FILED AGAINST OUR PROMOTERS/ DIRECTOR

- | | |
|---|------------|
| 1. Litigation involving Criminal Matters: | NIL |
| 2. Litigation involving Civil Matters: | NIL |
| 3. Litigation Involving Actions by Statutory/Regulatory Authorities: | NIL |
| 4. Disciplinary Actions by Authorities: | NIL |
| 5. Litigation/Matters involving Tax Liabilities: | NIL |

i. Direct Tax: Income Tax

Ms. Rekha Agarwal

(Amount in rupees)

Date of Notice	Date of Reply	Tax Demand/Liability (in INR)	Relevant Month/Year	Ground of Response by Company	Current Status	Demand Amount Paid basis the Notice (in INR)	Refund Amount (in INR)
09.03.2024	08.04.24 & 09.04.24	3,25,901	AY 2016-17	An addition of Rs.5,00,000 was made u/s 69A on account of unexplained income by the assessing Office	Under appeal	-	-
12.01.2024	-	1,00,970	AY 2023-24	As per Intimation received u/s 143(1) TDS Credit for Rs.1,00,970/- Short	Rectification Filed	-	-

				allowed			
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ii. Indirect Tax: NIL

B. CASES FILED BY OUR PROMOTER/DIRECTOR

1. Litigation involving Criminal Matters: NIL

2. Litigation involving Civil Matters

1. Ms. Rekha Agarwal

Rekha Agarwal Vs National Highway Authority of India

The Civil Suit no. CLCON/180/2023 vide CNR No. UKHC01-009131-2023, has been filed by Ms. Rekha Agarwal against M/s National Highway Authority of India (NHAI), before the Hight Court, Uttarakhand.

Brief of the Case:

The NHAI has acquired land for the construction of Flyover. Ms. Rekha Agarwal has filed a case against the NHAI for the compensation of land acquisition.

Current Status: The case of pending before the high court and the matter is fixed for the hearing and next date of hearing is December 12, 2024.

2. Ms. Venu Jindal

Venu Jindal Vs National Highway Authority of India

The Civil Suit no. CLCON/177/2023 vide CNR No. UKHC01-009093-2023, has been filed by Ms. Venu Jindal against M/s National Highway Authority of India, before the Hight Court, Uttarakhand.

Brief of the Case:

The NHAI has acquired the land for the construction of Flyover. Ms. Venu Jindal has filed a case against the NHAI for the compensation of land acquisition.

Current Status: The case of pending before the high court and the matter is fixed for the hearing and next date of hearing is December 12, 2024.

3. Litigation Involving Actions by Statutory/Regulatory Authorities: NIL

4. Disciplinary Actions by Authorities: NIL

5. Litigation/Matters involving Tax Liabilities: NIL

III. Litigations involving our Group Entities

A. Against our Group Entities:

B. By our Group Entities:

1. Litigation involving Criminal Matters:

1. Kashi Vishwanath Steel Private Limited Vs M/s B K Enterprises

The Company has filed the case against a customer for cheque bouncing, under section 138 of the Negotiable Instruments Act, 1938, vide a case no. 566/2022, pending before the Assistant Chief Judicial Magistrate, Kashipur, involving amount of Rs. 4,60,824/-.

Current Status: The matter is under hearing.

2. Devarpan Foods Private Limited Vs Smt. Anjali Tiwai, Prop. M/s Adhiraj Associates

The Company has filed the case against a customer for cheque bouncing, under section 138 of the Negotiable Instruments Act, 1938, vide a case no. 3970/2022, pending before the Assistant Chief Judicial Magistrate II, Kashipur, involving amount of Rs. 7,69,042/-.

Current Status: The matter is under hearing

2. Litigation involving Civil Matters:

1. Kashi Vishwanath Steel Private Limited Vs UPCL (Uttarakhand Power Corporation Limited)

The Company has filed an appeal against UPCL (Uttarakhand Power Corporation Limited) against the demand of UPCL of Additional Security Deposit of Rs. 4,52,60,062.60/-, vide a case no. APL-0000201/2021, pending before the Appellate Tribunal of Electricity, Uttarakhand.

Current Status: The stay was granted by the Appellate tribunal of Electricity, Uttarakhand, the matter is under hearing and not yet finalized and still under stay.

- | | |
|---|------------|
| 3. Litigation Involving Actions by Statutory/Regulatory Authorities: | NIL |
| 4. Disciplinary Actions by Authorities: | NIL |
| 5. Litigation/Matters involving Tax Liabilities: | NIL |

- i. **Direct Tax: Income tax:**

Kashi Vishwanath Steel Private Limited (PAN: AAACK2340N)

(Amount in rupees)

Date of Notice	Date of Reply	Tax Demand/Liability (in INR)	Relevant Month/Year	Ground of Response by Company	Current Status	Demand Amount Paid basis the Notice (in INR)	Refund Amount (in INR)
27.03.2016	10.05.2016	3,76,800	AY 2010-11	Addition u/s 14A read with rule 8D of Income Tax Act, against investment & Tax-Free Income from Partnership firm by ACIT Central Cir. Noida	Under appeal with Income Tax Tribunal, New Delhi	3,76,800	-
20.12.2018	18.01.2019	9,35,710	Ay 2011-12	The Case was reassessed u/s 147/143(3) of the Income Tax Act, 1961 and an addition of 25,42,007/- was made to the returned income and accordingly tax was assessed.	An Appeal was filed with CIT, Appeal Delhi no. 5/0239/8-19 on 18.01.2019 and order was passed 21.06.2019, quashing the demand. But not removed from the portal.	-	-
28.11.2016	18.01.2017	5,60,080	AY 2014-15	ACIT CIR 14(1) New Delhi while passing the order u/s 143(3) of the I T Act, 1961 MAT Credit to the tune of Rs.10,19,973/- not allowed and according to Income Tax Demand was raised.	Request for rectification was filed on 18.01.2017, and order on 14.03.24 passed allowing full credit of MAT and deleting the demand. Refund still to be received.	-	6,02,010
07.11.2016	17.04.2024	3,33,357	AY 2015-16	An addition of Rs.20,60,000/- was made by the DCIT, Cent. Cir-28 Delhi, during assessment u/c 153C of the I T Act, 1961 on 14.03.2024, and accordingly demand was raised.	An appeal against the order has been filed on 17.04.2024, Hearing not fixed.	3,33,357	-
14.03.2024	17.04.2024	41,79,901	AY 2016-17	An addition of Rs.69,34,177/- was made by the DCIT, Cent. Cir-28, New Delhi while passing order u/s 53C of the I T Act, 1961, according to a demand of Rs.41,79,901.00 was raised.	An appeal against the Order was filed on 17.04.2024, with commissioner of appeal. Next date of Hearing not Fixed.	41,79,901	-
18.03.2024	-	11,710	AY 2017-18	While passing the order u/s 143(3) of the I T Act a Calculation Mistake of Rs.34,483/-	Rectification Pending	-	-

				was made resulting demand of Rs.11405/-			
22.09.2021	07.10.2021	11,61,320	AY 2018-19	ACIT, CENT. Cir-28 N D, while making order u/s 153C of the I T ACT, raised demand of Rs.11,61,320/- not allowing benefit of agricultural income of interest.	An appeal was filed with Commissioner Appeal on 07.10.2021, Pending for Hearing.	-	-
18.02.2024	-	2,66,727	2019-20	ACIT, Cent, Cir. -28, Delhi while doing assessment Addition u/s 14A with rule 8D of the I T Act. Make addition 3,25,554/ resulting demand of Rs.2,66,727/-	Rectification filed	-	-
24.08.2022	-	3,10,256	AY 2021-22	Intimation from CPC u/s143(1) was received making an addition of Rs.6,78,919/- on account of late payment of PF & ESIC during COVID, resulting demand of Rs.3,10,256/-	Rectification filed	-	-

Annapurna Steels Private Limited (PAN: AAACA5247N)

(Amount in rupees)

Date of Notice	Date of Reply	Tax Demand/Liability (in INR)	Relevant Month/Year	Ground of Response by Company	Current Status	Demand Amount Paid	Refund Amount (in INR)
29.07.2019	-	1,86,655	AY 2001-02	Wrong Demand, Already Paid	adjusted against refund	-	-
29.07.2019	-	1,07,434	AY 2002-03	Wrong Demand, Already Paid	adjusted against refund	-	-
29.07.2019	-	73,620	AY 2005-06	Wrong Demand, Self-Assessment Tax Paid Not Adjusted	adjusted against refund	-	-
29.06.2021	28.10.2022	2,45,050	AY 2020-21	Addition of Rs.206300/- appeal filed	Hearing not fixed		2,45,050

KVS Infraatech LLP (PAN: AAJFK8498H)

(Amount in rupees)

Date of Notice	Date of Reply	Tax Demand/Liability (in INR)	Relevant Month/Year	Ground of Response by Company	Current Status	Demand Amount Paid basis the Notice (in INR)	Refund Amount (in INR)
08.02.2024	14.02.2024	-	AY 2010-11	Excess TDS Deposit By Mistake	refund request filed under consideration	-	91,500

ii. Indirect Tax:

Value added tax and GST related matters

Kashi Vishwanath Steel Private Limited (PAN: AAACK2340N)

(Amount in rupees)

Date of Notice	Date of Reply	Tax Demand/Liability (in INR)	Relevant Month/Year	Ground of Response by Company	Current Status	Demand Amount Paid basis the Notice (in INR)	Refund Amount (in INR)
07.10.2014	07.01.2015	4,78,628	FY 2011-12	While Passing the Order Assessing Officer ACIT has disallowed ITC on Capital Goods (Rolls) purchased during the year.	under appeal with Joint Comm. Appeal-1 State Tax (Haldwani) Appeal no 12/15	1,19,657	-
20.01.2015	07.04.2016	6,54,495	FY 2012-13	While Passing the Order Assessing Officer ACIT has disallowed ITC on Capital Goods (Rolls & Moulds) purchased during the year and put tax on sale of vehicle.	under appeal with Joint Comm. Appeal-1 State Tax (Haldwani) Appeal no 597/16	2,61,800	-
14.04.2016	03.09.2016	2,89,247	FY 2013-14	While Passing the Order Assessing Officer ACIT has disallowed ITC on Capital Goods (Rolls & Moulds) purchased during the year and put tax on sale of vehicle.	under appeal with Joint Comm. Appeal-1 State Tax (Haldwani) Appeal no 1120/16	2,87,247	-
01.12.2016	-	2,32,727	FY 2015-16	20% Deposit amount paid against appeal for remand order for Fy 2003-04, FY 2007-08, adjustment of deposit not allowed	under appeal with Joint Comm. Appeal-1 State Tax (Haldwani) Appeal	1,16,363	-
01.12.2016	-	2,79,823	FY 2015-16	20% Deposit amount paid against appeal for remand order for Fy 2003-04, FY 2007-08, adjustment of deposit not allowed.	under appeal with Joint Comm. Appeal-1 State Tax (Haldwani) Appeal	1,40,362	-
03.07.2020	-	4,46,083	FY 2017-18 Q 1	CST rebate of 1% not allowed on sale of Goods against expanded capacity and Charged CST @2 %.	under appeal with Joint Comm. Appeal-1 State Tax (Haldwani) Appeal	1,78,434	-
19.12.2023	09.01.2024	31,52,413	FY 2018-19	Show cause notice was issued against the scrutiny of the Parties whose GST Regns have been cancelled and the same was assumed from	under hearing & pending	-	-

				retrospective date and accordingly demand was raised			
06.05.2021	28.06.2021	3,18,710	FY 2021-22	While in transit checking, E way Bill was found expired and AO passed the order to pay 40% tax and same as penalty.	under appeal with Joint Comm. Appeal-1 State Tax (Haldwani) Appeal	3,18,710	-

Devarpan Foods Private Limited

(Amount in rupees)

Date of Notice	Date of Reply	Tax Demand/Liability (in INR)	Relevant Month/Year	Ground of Response by Company	Current Status	Demand Amount Paid basis the Notice (in INR)	Refund Amount (in INR)
05.12.2023	05.03.2024	1,72,95,916	2017-18 TO 2021-22	Assessing Officer while passing the order raised the demand for tariff rate classification from 12% to 18% on Namkeen and according raised the demand.	Under Hearing. An appeal no 114/GST/ADC/AP L/DDN/2023-24 DTD 05.03.2024 was filed with O/o Commissioner (CGST Appeal), Dehradun.	17,29,592	-

KVS Infraatech LLP (PAN: AAJFK8498H)

(Amount in rupees)

Date of Notice	Date of Reply	Tax Demand/Liability (in INR)	Relevant Month/Year	Ground of Response by Company	Current Status	Demand Amount Paid basis the Notice (in INR)	Refund Amount (in INR)
25.05.2016	15.03.2017	17,706	FY 2013-14	ITC reversed by the ACIT on the Stock transfer to Depot.	under appeal with Joint Comm. Appeal-1 State Tax (Haldwani) Appeal	-	-
31.07.2017	23.11.2017	4,33,699	FY 2014-15	ITC reversed by the ACIT on the Stock transfer to Depot. On Rs. 4,33,699/-	under appeal with Joint Comm. Appeal-1 State Tax (Haldwani) Appeal	-	-

IV. Litigations relating to the Subsidiary Company

A. Against Directors of our Subsidiary Company: NA

B. By Directors of our Subsidiary Company: NA

V. Actions by Statutory or Regulatory Authorities against our company/ Promoter/ Directors/ Subsidiaries

Except disclosed in this chapter, As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by Statutory or Regulatory Authorities against our promoter, directors, Subsidiaries.

VI. Other litigations involving any other entities may have a material adverse effect on our Company.

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of the Companies Act, show cause notices or legal notices pending against any company whose outcome could affect the operation or finances of our Company or have a material adverse effect on the position of our Company.

VII. Details of the past penalties imposed on our Company / Directors

Except as disclosed above as on the date of this Draft Red Herring Prospectus, there are no cases in the last five years in which penalties have been imposed on our Company or our Directors.

VIII. Outstanding dues to Creditors

As per the materiality policy of the Company for disclosing outstanding amounts to creditors. Based on the same, as on June 30, 2024, our Company had outstanding dues to creditors as follows:

Particulars	Rupees in Lakhs
Micro, Small and Medium Enterprises	130.76
Others	211.00
Total	341.76

The information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company’s website, <https://kvscastings.com/> would be doing so at their own risk.

IX. Material developments occurring after last balance sheet date, that is, June 30, 2024.

Except as disclosed in the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations of our Company” beginning on page number 210 of this Draft Red Herring Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability taken as a whole or the value of its assets or its ability to pay its material liabilities within the next 12 months.

We certify that except as stated herein above:

- a. 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, group entities, companies promoted by the promoters during the past three years.
- b. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- c. There are no pending litigation against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.

- d. There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.
- e. There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- f. There are no litigations against the Promoters / Directors in their personal capacity.
- g. The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
- h. There is no material regulatory or disciplinary action by SEBI, stock exchange or regulatory authority in the past five year in respect of our promoters, group company's entities, entities promoted by the promoters of our company.
- i. There are no status of criminal cases filed or any investigation being undertaken with regard to alleged commission of any offence by any of our Directors. Further, none of our directors has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.
- j. The issue is in compliance with applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.
- k. Neither the Company nor any of its promoters or directors is a wilful defaulter.

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GOVERNMENT AND OTHER APPROVALS

In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively “Authorisations”) listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus. It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority 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. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled “Key Industry Regulation and Policies” beginning on page 148 of the Draft Red Herring Prospectus.

CORPORATE APPROVALS FOR THIS ISSUE

1. The Board of Directors have, pursuant to resolutions passed at its meeting held on September 10, 2024, has approved the initial public offering of 49,69,600 Equity Shares of face value of INR 10/- (Rupees Ten only) each fully paid-up of the Company for cash, subject to the approval by the shareholders of the Company under Section 62 (1) (c) of the Companies Act 2013.
2. The Shareholders have, pursuant to the resolution dated September 25, 2024 under section 62 (1) (c) of the Companies Act 2013, authorized the Issue.

IN-PRINCIPLE APPROVAL

The Company has obtained approval from BSE SME vide its letter dated [●] to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE. BSE is the Designated Stock Exchange.

AGREEMENTS WITH NSDL AND CDSL

1. The Company has entered into an agreement dated September 20, 2024, with the Central Depository Services (India) Limited (CDSL), and the Registrar and Transfer Agent, who, in this case, is, Skyline Financial Services Private Limited for the dematerialization of its shares.
2. The Company has also entered into an agreement dated November 19, 2024, with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who, in this case is, Skyline Financial Services Private Limited for the dematerialization of its shares.
3. The Company’s International Securities Identification Number (ISIN) is INE163701019.

INCORPORATION DETAILS OF OUR COMPANY

S.N.	Authorization granted	Issuing Authority	CIN	Date of Issue	Valid upto
1.	Certificate of Incorporation for conversion from Partnership Firm to Private Company in the name of	ROC, Delhi	U27100DL2019PTC351105	June 10, 2019	Perpetual

	“KVS Castings Private Limited”				
2.	Certificate of Incorporation for conversion from Private to Public company in the name of “KVS Castings Limited”	ROC, Uttarakhand	U27100UR2019PLC012217	September 09, 2024	Perpetual

TAX RELATED AUTHORISATIONS OF COMPANY

S.N.	Authorization Granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1.	Permanent Account Number	Income Tax Department, GoI	AAHCK6686L	June 10, 2019	Perpetual
2.	Tax Deduction Account Number	Income Tax Department, GoI	DELK20248E	June 10, 2019	Perpetual

Details of GST Registration of the Company

Sr. No.	Authorisation Granted	Issuing Authority	Registration Number / Reference Number / License Number	Date of issue	Valid Upto
1.	GST Registration Certificate (Uttarakhand)	Goods and Services Tax Department, Kashipur, Sector 2	05AAHCK6686L1ZW	July 31, 2019	Valid till Cancelled

DETAILS OF REGISTRATION OF THE COMPANY

S.N.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Valid upto
1.	Registration Under Factories Act, 1948	Labour Department, Uttarakhand	USN-979	October 26, 2006	December 31, 2024
2.	Consent to Operate under Water Act, Air Act and HW Rules	Uttarakhand Pollution Control Board	UKPCB/HO/Con/K-33/2024/23	April 12, 2023	March 31, 2025

BUSINESS RELATED CERTIFICATIONS

Our Company has received the following significant government and other approvals pertaining to our business:

S.N.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Valid upto
01.	Udyam Registration Certificate	Ministry Of Micro, Small and Medium	UDYAM-UK-12-0000146	July 16, 2020	Valid till Cancelled

		Enterprises			
02.	Quality Management System ISO 9001:2015	International Organization for Standardization (ISO)	Q-15379/0	October 06, 2014	October 20, 2027
03.	Quality Management System IATF 16949:2016	International Automotive Task Force (IATF)	T-04672/0	October 27, 2021	October 20, 2027

LABOUR LAW RELATED CERTIFICATIONS AND LICENSES

S. N.	Authorization granted	Issuing Authority	Registration no.	Date of issue	Valid Upto
01.	Registration under Employees' Provident Fund and Miscellaneous act, 1952 (EPF)	Employees' Provident Fund Organization Ministry of Labour & Employment, Government of India	UK0034506	July 01, 2019	Valid till Cancellation
02.	Registration under Employees' State Insurance Act, 1948 (ESIC)	Sub-Regional Office, Employees' State Insurance Corporation Office, Panchdeep Bhawan, Shiv puri, Prem Nagar, Dehradun	Code No. 61000020320000502	July 01, 2019	Valid till Cancellation

Material licenses/approvals for which our Company is yet to apply / Statutory Approvals/ Licenses required for the proposed expansion.

Our Company do not have any pending licenses, permissions, and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies which applied for but not yet received.

Note: Some of the approvals are in the name of KVS Castings Private Limited and the Company is in the process of taking all the approval in the new name of the Company i.e. KVS Castings Limited.

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

1. The Board of Directors, pursuant to the resolution passed at its meeting held on September 10, 2024, has approved the initial public offering.
2. The Shareholders have, pursuant to the resolution dated September 25, 2024, under section 62 (1) (c) of the Companies Act 2013, authorized the Board to take decisions in relation to this Issue.
3. The Company has obtained approval from BSE vide its letter dated [●] to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE. BSE is the Designated Stock Exchange.
4. Our Board has approved this Draft Red Herring Prospectus through its resolution dated November 27, 2024.
5. We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled “*Government and Other Approvals*” beginning on page no. 238 of this Draft Red Herring Prospectus.

Prohibition by SEBI

Our Company, Directors, Promoters, members of the Promoter Group and Group Entities or the Director and Promoter of our Promoter Companies, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which Promoters, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Prohibition by RBI or Governmental authority

Our Company, our Promoters or their relatives (as defined under the Companies Act) and our Group Entities have confirmed that they have not been declared as wilful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by them in the past or no proceeding thereof are pending against them.

Our directors have not been declared as wilful defaulter by RBI or any other government authority and there have been no violation of securities laws committed by them in the past or no proceedings thereof are pending against them.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

In view of the General Circular No. 07/2018 dated September 6, 2018 and General Circular No. 8/ 2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India, our Company, and our Promoter Group will ensure compliance with the Companies (Significant Beneficial Ownerships) Rules, 2018,

upon notification of the relevant forms, as may be applicable to them.

Directors associated with the Securities Market

We confirm that none of our directors are associated with the securities market in any manner and no action has been initiated against these entities by SEBI in the past five (5) years preceding the date of this Draft Red Herring Prospectus.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Offer in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as **the post Offer face value capital is more than Rs.1,000 Lakh, but upto 2,500 Lakh**. Our Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

We confirm that:

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue ***will be hundred percent underwritten and that the BRLM to the Offer will underwrite at least 15% of the Total Issue Size***. For further details pertaining to said underwriting please refer to “General Information” Underwriting on page 52 of this Draft Red Herring Prospectus.
- b) In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money with interest as prescribed under Section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
- c) In accordance with Regulation 246 of the SEBI (ICDR) Regulations, the BRLM shall ensure that the Issuer shall file a copy of the Red Herring Prospectus/ Prospectus with SEBI along with a due diligence certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus/ Prospectus with the Registrar of Companies.
- d) In accordance with Regulation 261 of the SEBI (ICDR) Regulations, ***the BRLM will ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of equity shares offered in this Issue***. For further details of market making arrangement, please refer to the section titled “General Information”, “Details of the Market Making Arrangements for this Issue” on page 52 of this Draft Red Herring Prospectus.
- e) In accordance with Regulation 228 (a) of the SEBI (ICDR) Regulations, Neither the issuer, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.
- f) In accordance with Regulation 228 (b) of the SEBI (ICDR) Regulations, none of the promoters or directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- g) In accordance with Regulation 228 (c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoters or directors is a wilful defaulter or fraudulent borrower.

- h) In accordance with Regulation 228 (d) of the SEBI (ICDR) Regulations, None of the Issuer's promoters or directors is a fugitive economic offender.
- i) In accordance with Regulation 230 (1) (a) of the SEBI (ICDR) Regulations, Application is being made to BSE and BSE is the Designated Stock Exchange.
- j) In accordance with Regulation 230 (1) (b) of the SEBI (ICDR) Regulations, the Company has entered into an agreement with depositories for dematerialization of specified securities already issued and proposed to be issued.
- k) In accordance with Regulation 230 (1) (c) of the SEBI (ICDR) Regulations, all the present Equity share Capital fully Paid Up.
- l) In accordance with Regulation 230 (1) (d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters are already in dematerialized form.

BSE ELIGIBILITY NORMS:

1. The Issuer should be a Company incorporated under the Companies Act, 2013/1956.

Our Company has been incorporated under the Companies Act, 2013 dated June 10, 2019.

2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25 crores.

The post issue paid up capital of the Company (face value) will not be more than Rs. 25 Crores.

3. Track Record:

1. The Company should have a track record of at least 3 (three) years.

Our Company was incorporated on June 10, 2019, under the provisions of Companies Act, 2013, therefore, we satisfy the criteria of Track Record:

On the basis of restated financial statements:

(Rupees in Lakhs)

Particulars	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the period ended March 31, 2022
Net Profit as per Restated Financial Statement	160.90	598.98	483.84	121.14

- 2. The Company should have operating profit (earnings before interest, depreciation and tax) from operations for at least 2 financial years preceding the application and that the Company has track record of 3 years & the net-worth of the Company should be positive.**

(Rupees in Lakhs)

Particulars	For the period ended June 30, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the period ended March 31, 2022
Earning Before Tax	215.01	796.09	644.31	164.62
Add Depreciation	19.77	71.99	67.67	60.94
Add Finance Cost	2.13	32.07	39.05	73.21
Operating profit (earnings before interest, depreciation and tax)	236.91	900.15	751.03	298.77
Net-worth	2,743.30	2,582.41	1,983.43	1,499.59

3. The Net tangible assets in the last preceding (full) financial year is Rs. 25.82 Crores.

Name change

The Company has not changed its name in last one year.

Other Requirements

- The company shall mandatorily facilitate trading in demat securities and will entered into an agreement with both the depositories. Also, the Equity Shares allotted through this Issue will be in dematerialized mode.
- 100% of the promoter shareholding of the company is in dematerialized form.
- Our Company has a live and operational website: <https://kvscastings.com/>
- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- Our Company has not been referred to NCLT under IBC.
- There is no winding up petition against our Company that has been accepted by a court.
- There has been no change in the promoter/s of the Company in the preceding one year from the date of filing application to BSE for listing on SME segment.
- Leverage ratio of not more than 3:1. In our case the Leverage ratio is 0.02:1. The same is calculated as Total Debt divided by Equity.
- Disciplinary action:
 - a. There is 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.
 - b. None of the Promoter(s) or directors have been 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.
 - c. None of the Director have been disqualified/ debarred by any of the Regulatory Authority.
- There are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Companies.
- There are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the Offer Document.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under

Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the SME Platform.

OTHER DISCLOSURES

- If there are any conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and subsidiaries / Group Company and its directors, the same should be disclosed at all the relevant sections of the offer document.
- If there are any conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and the company, Promoter, Promoter Group, Key should be disclosed at all the relevant sections of the offer document.
- No material clause of Article of Association have been left out from disclosure having bearing on the IPO/disclosure.
- There are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in the offer document.

COMPLIANCE UNDER REGULATION 300 OF SEBI(ICDR) REGULATIONS

No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations with respect to the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER NAMED NARNOLIA FINANCIAL SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, NARNOLIA FINANCIAL SERVICES LIMITED 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, NARNOLIA FINANCIAL SERVICES LIMITED, SHALL FURNISH TO SEBI A DUE DILIGENCE CERTIFICATE DATED NOVEMBER 27, 2024, IN THE FORMAT PRESCRIBED UNDER

SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF SECURITIES AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company, its Directors and the BRLM 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 instance of our Company and anyone placing reliance on any other source of information, including our website <https://kvscastings.com/> and www.narnolia.com, and would be doing so at his or her own risk.

CAUTION

The BRLM accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management, the Underwriting Agreement and the Market Making Agreement. Our Company, our Directors and the BRLM 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 centers, *etc.* The BRLM and its associates and affiliates may engage in transactions with and perform services for, our Company and their respective associates in the ordinary course of business & have engaged and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

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 of our Company. Our Company and the BRLM 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

Disclaimer in Respect of Jurisdiction

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakh, pension funds with minimum corpus of Rs. 2,500 Lakh and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions,

FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Uttarakhand only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus had been filed with BSE Platform for its observations and SME Platform gave its observations on the same. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company 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 Draft Red Herring Prospectus in each jurisdiction, including India.

Disclaimer Clause of the SME Platform of BSE

BSE has given vide its letter dated [●] permission to this Company to use its name in this offer document as one of the stock exchange on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offer or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to

independent inquiry, investigation and analysis and shall not have any claim against BSE, whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

- v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE / other regulatory authority. Any use of the SME platform and the related services are subject to Indian Laws and Courts exclusively situated in Mumbai.

DISCLAIMER CLAUSE UNDER RULE 144A OF U.S. SECURITIES ACT.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. 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), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale 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 application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

CONSENTS

Consents in writing of:(a) the Directors, Statutory Auditor & Peer Reviewed Auditor, the Company Secretary & Compliance Officer, Chief Financial Officer, Banker to the Company and (b) BRLM, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue to act in their respective capacities have been/or will be obtained (before filing Red Herring prospectus to ROC) and will be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 of the Companies Act and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus with BSE.

TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and the track record of the past Issues handled by the BRLM to the Issue as specified in Circular reference no. CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by the SEBI, please refer to Annexure A to the Draft Red Herring Prospectus and the website of the BRLM at www.narnolia.com.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

ANNEXURE-A

Disclosure of Price Information of Past Issues Handled by Book Running Lead Manager

NARNOLIA FINANCIAL SERVICES LIMITED:

TABLE 1

S. No.	Issuer Name	Issue Size (Rs. in Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/-% change in closing price, [+/-% change in closing benchmark]-30th calendar days from listing	+/-% change in closing price, [+/-% change in closing benchmark]-90th calendar days from listing	+/-% change in closing price, [+/-% change in closing benchmark]-180th calendar days from listing
Initial Public Offering - Main Board								
N.A.								
Initial Public Offering – SME Exchange								
1.	Drone Destination Limited	44.20	65	21 July 2023	107.45	15.91% (1.78%)	16.15% (0.61%)	43.04% 9.25%
2.	Yudiz Solutions Limited	44.84	165	17 August 2023	185.00	(5.59%) 4.48%	(19.16%) 1.81%	(19.30%) 12.51%
3.	Cellecor Gadgets Limited	50.77	92	28 September 2023	96.00	131.85% (2.44) %	214.35% 10.92%	123.10% 12.71%
4.	Inspire Films Limited	21.23	59	05 October 2023	67.85	(3.28%) (1.61) %	(6.57%) 10.09%	(53.43%) 14.88%
5.	Womancart Limited	9.56	86	27 October 2023	122.85	43.85% 3.92%	16.24% 12.10%	3.42% 17.61%
6.	Supreme Power Equipments Limited	46.67	65	29 December 2023	102.90	81.17% (1.74%)	18.42% 2.74%	225.46% 9.84%
7.	Akanksha Power and Infrastructure Limited	27.49	55	03 January 2024	65.10	93.79% 1.56%	29.03% 4.35%	124.19% 12.20%
8.	Addictive Learning Technology Limited	60.16	140	30 January 2024	294.50	(6.84%) 1.00%	(4.87%) 5.03%	(7.31%) 15.40%
9.	Radiowalla Network Limited	14.25	76	05 April 2024	120.15	4.45% (0.40%)	5.78% 7.94%	(2.50%) 12.15%
10.	Z-Tech (India) Limited	37.30	110	05 June 2024	100.00	185.90% 7.53%	254.60% 11.76%	N.A.

11.	Aestetik Engineers Limited	26.47	58	16 August 2024	110.20	(31.13%)	(30.76%)	N.A.
						3.43%	(4.11%)	
12.	Share Samadhan Limited	24.06	74	16 September 2024	73.05	(20.30%)	N.A.	N.A.
						(1.62%)		
13.	Divyadhan Recycling Industries Limited	24.17	64	04 October 2024	84.00	0.00%	N.A.	N.A.
						(2.84%)		
14.	Pranik Logistics Limited	22.47	77	17 October 2024	79.00	0.06%	N.A.	N.A.
						(4.92%)		
15.	Usha Financial Services Limited	98.44	168	31 October 2024	164.00	N.A.	N.A.	N.A.

TABLE 2

Summary statement of price information of past public issues handled by Narnolia Financial Services Limited

Financial Year	Total no. of IPOs	Total Amount of Funds raised. (Rs. Cr.)	No. of IPOs trading at discount-30th calendar days from listing			No. of IPOs trading at premium-30th calendar days from listing			No. of IPOs trading at discount-180th calendar days from listing			No. of IPOs trading at premium-180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	8	304.92	-	-	3	3	1	1	1	-	2	3	1	1
2024-25	7	247.16	-	1	1	1	-	2	-	-	-	-	-	1

Note: Listing date is considered for calculation of total number of IPO's in the respective financial year.

Source: www.bseindia.com and www.nseindia.com

Notes:

- Issue size derived from Prospectus/final post issue reports, as available.
- The CNX NIFTY is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- Price on BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.
- Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

LISTING

Application will be made to the BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The SME Platform of BSE Limited has given its in-principle approval for using its name in our Offer documents vide its letter no. [●] dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the SME Platform of BSE, our Company will forthwith repay, without interest, all moneys received from the Applicant in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Offer Closing Date), then our Company

and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within Three Working Days from the Offer Closing Date.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

shall be liable for action under section 447.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. 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), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale 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 application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

EXPERT OPINION

Except the report of the Peer Review Auditor on (a) the restated financial statements; (b) statement of tax benefits, Audit reports by Peer Review Auditors for period ended 30th June 2024, 31st March 2024, 31st March 2023 and 31st March 2022, our Company has not obtained any other expert opinion. All the intermediaries, including Merchant Banker, has relied upon the appropriacy and authenticity of the same.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE INCORPORATION

We have not made any previous rights and/or public issues since incorporation and are an Unlisted Issuer in terms of the SEBI (ICDR) Regulations and this Issue is an Initial Public Offering in terms of the SEBI (ICDR)

Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Other than as detailed under chapter titled “Capital Structure” beginning on page 61 of the Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the IPO of the Equity Shares by our 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 our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

PREVIOUS CAPITAL ISSUE DURING THE PREVIOUS THREE YEARS BY LISTED SUBSIDIARIES, GROUP COMPANIES AND ASSOCIATES OF OUR COMPANY

None of our Group Companies and Associates are listed and have undertaken any public or rights issue in the three (3) years preceding the date of this Draft Red Herring Prospectus.

PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC / RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY

The Company has no subsidiary company as on the date of Draft Red Herring Prospectus.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of the Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

OPTION TO SUBSCRIBE

Equity Shares being offered through this Draft Red Herring Prospectus can be applied for in dematerialized form only.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an Unlisted Issuer in terms of the SEBI (ICDR) Regulations, and this Offer is an Initial Public Offering in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Company Secretary and



Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted. All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection center of the SCSB where the Bid-cum-Application Form was submitted by the ASBA Applicant.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Offer or the SCSB in case of ASBA Applicant shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Offer for the redressal of routine investor grievances will be 12 Working 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.

Our Company has appointed Ms. Shweta Mehrotra as the Company Secretary and Compliance Officer and may be contacted at the following address:

KVS CASTINGS LIMITED

B-25, 29, Industrial Estate Bazpur Road, Udham Singh Nagar, Kashipur, Uttarakhand, India, 244713

Tel: + 91 7535910007

E-Mail: cs.kcpl@kvspremier.com

Website: <https://kvscastings.com/>

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, *etc.*

EXEMPTION FROM COMPLYING ANY PROVISION OF SECURITIES LAW

As on the date of this Draft Red Herring Prospectus, our company has not obtained exemption from complying any provision of Securities law.

This space has been left blank intentionally.

SECTION VIII - 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, the terms of this Draft Red- Herring Prospectus, Red Herring Prospectus, Prospectus, Abridged Prospectus, 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 SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (Except Anchor investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+3 days. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

The SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023, has introduced reduction of timeline for listing of shares in public issue from existing T+6 days to T+3 days. This circular shall be applicable on voluntary basis for public issues opening on or after September 1, 2023, and Mandatory for public issues opening on or after December 1, 2023. As on the date of this draft red herring prospectus, the mandatory T+3 timelines are applicable.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

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 “Objects of the Issue” on page 81 of this Draft Red Herring Prospectus.

Ranking of Equity Shares

The Equity Shares being Offered/Allotted in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association, SEBI ICDR Regulations and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this issue will be entitled to dividends, Voting Power and other corporate benefits, if any, declared by our Company after the date of allotment in accordance with Companies Act, 2013 and the Articles of Association of the Company.

Authority for the Issue

This Issue has been authorized by a resolution of the Board passed at their meeting held on September 10, 2024, subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of the Company held on September 25, 2024.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders 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 the provisions of the Companies Act, 2013. Dividends, if any, declared by our Company after the date of Allotment will be payable to the transferee who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, please refer to the chapter titled Dividend Policy beginning on pages 207 of this Draft Red Herring Prospectus.

Face Value and Issue Price

The face value of each Equity Share is Rs. 10/- and the Offer Price at the lower end of the Price Band is Rs. [●] /- per Equity Share and at the higher end of the Price Band is Rs. [●] /- per Equity Share. The Anchor Investor Offer Price is Rs. [●] /- per Equity Share.

The Price Band and the Bid Lot will be decided by our Company, in consultation with the BRLM, and published by our Company in [●] edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper and [●] edition of [●] being the regional language of Uttarakhand, where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date, and shall be made available to the Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Offer Price shall be determined by our Company, in consultation with the BRLM, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with the disclosure and accounting norms

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see “Main Provisions of Articles of Association” on page 304 of this Draft Red Herring Prospectus.

Allotment only in Dematerialized form

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialized form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Issue before filing this Draft Red Herring Prospectus:

- The company has entered into Tripartite agreement dated September 20, 2024, among CDSL, our Company and the Registrar to the Company; and
- The company has entered into Tripartite agreement dated November 19, 2024 among NDSL, our Company and the Registrar to the Company;

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 a body corporate 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 ₹ 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 from time to time by giving prior notice to investors at large. For further details, see “Issue Procedure” on page 263 of this Draft Red Herring Prospectus.

Minimum Number of Allottees

Further in accordance with Regulation 268(1) of SEBI ICDR Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within four (4) working days of closure of Issue.

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. persons (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 the Investor

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, 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 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation 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 our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. 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 ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their 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, Promoters minimum contribution as provided in “Capital Structure” on page 61 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer “Main Provisions of Articles of Association” on page 304 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the BRLM 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 Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws 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.

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 Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA applicant within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the Stock Exchange.

Minimum Subscription

This Offer is not restricted to any minimum subscription level. This Offer is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriter within sixty days from the date of closure of the Offer, the Issuer shall forthwith 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 exchanges 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 per cent. 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 to the chapter titled “General Information” on page 52 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than 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.

Period of Subscription List of the Public Issue

Event	Indicative Date
Offer Opening Date	[●]
Offer 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/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.

The above time table is indicative and does not constitute any obligation on our Company and the BRLM Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

**In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated in accordance with applicable law by the intermediary responsible for causing such delay in unblocking, for which period shall start from the day following the receipt of a complaint from the Bidder. 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 2, 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 SEBI is in the process of streamlining and reducing the post Offer timeline for initial public offerings. Any circulars or notifications from the SEBI after the 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 Offer, 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.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/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.

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).

Migration to Main Board

Our company may migrate to the main board of BSE Limited at 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 Promoters 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 Promoters 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.*

Any company desiring to migrate to the Main board from the SME Board within three years of listing on SME platform of BSE has to fulfill following conditions:

- a. The 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.
- b. The applicant company should have a Net worth of at least Rs. 15 crores for 2 preceding full financial years.
- c. The applicant company is listed on SME Exchange/ Platform having nationwide terminals for atleast 3 years.

Market Making

The shares issued and transferred through this Issue are proposed to be listed on the SME Platform of BSE Limited (BSE) 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 (BSE). For further details of the market making arrangement please refer to chapter titled "General Information" beginning on page 52 of this Draft Red Herring Prospectus.

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 StockExchange. 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.

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ISSUE PROCEDURE

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the BRLM would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus.

All Applicants shall review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars (“General Information Document”), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations. The General Information Document will also be available on the websites of the Stock Exchange and the BRLM, before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Applicants; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) interest in case of delay in Allotment or refund.

The SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 01, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase-I was effective till June 30, 2019.

Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of six months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for

streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in public issue from existing 6 working days to 3 working days from the date of the closure of the issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public issues opening on or after September 1, 2023, and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public issue to three Working Days. Accordingly, the Issue will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

REDUCTION OF TIMELINE FOR LISTING OF SHARES IN PUBLIC ISSUE FROM EXISTING T+6 DAYS TO T+3 DAYS

The SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023, has introduced reduction of timeline for listing of shares in public issue from existing T+6 days to T+3 days. This circular shall be applicable on voluntary basis for public issues opening on or after September 1, 2023, and Mandatory for public issues opening on or after December 1, 2023.

Consequent to extensive consultation with the market participants and considering the public comments received pursuant to consultation paper on the aforesaid subject matter, it has been decided to reduce 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 T+3 timeline for listing shall be appropriately disclosed in the Offer Documents of public issues.

Notwithstanding anything contained in Schedule VI of the ICDR Regulations, the provisions of this circular shall be applicable:

- On voluntary basis for public issues opening on or after September 1, 2023, and*
- Mandatory for public issues opening on or after December 1, 2023.*

The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022, shall stand modified to the extent stated in this Circular.

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 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc. shall be applicable to Public Issue opening on or after January 1, 2022 and October 1,

2021 respectively and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the time period for refund of application monies from 15 days to four days. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders in initial public offerings (opening on or after May 01, 2022) whose application sizes are up to Rs. 5,00,000/- shall use the UPI Mechanism.

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by BSE to act as intermediaries for submitting Application Forms are provided on www.bseindia.com. For details on their designated branches for submitting Application Forms, please see the above-mentioned website of BSE.

ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. 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 <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer to the above-mentioned SEBI link. The list of Stock Brokers, Depository Participants (“DP”), Registrar to an Issue and Share Transfer Agent (“RTA”) that have been notified by BSE to act as intermediaries for submitting Application Forms are provided on <http://www.bseindia.com>. For details on their designated branches for submitting Application Forms, please refer the above mentioned BSE website.

Our Company, the Promoter and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are 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 the Draft Red Herring Prospectus.

BOOK BUILT PROCEDURE

The 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 50.00% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the BRLM, allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5.00% 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15.00% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Offer 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 offer 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 spillover 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 according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of the Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges. However, investors may get the specified securities rematerialized subsequent to allotment.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Draft Red Herring Prospectus/ Red Herring Prospectus/ Abridged Prospectus/ Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the BRLM 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 i.e. www.bseindia.com. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft 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 SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the 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 equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through 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 Mechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

- a. Phase I: This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Retail Individual applicant, besides the modes of Bidding available prior to the UPI Circulars, also had the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

- b. Phase II: This phase commenced on completion of Phase I i.e. with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be Three Working Days during this phase.
- c. Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023, and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Offer is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering the facility of making applications in public issues are required to provide a facility to make applications using the UPI Mechanism. Further, in accordance with the UPI Circulars, our Company has appointed [●] as the Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Investors into the UPI mechanism.

Pursuant to the 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 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 no later than one day from the date on which the Basis of Allotment is finalized. 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 – Offer BRLM will be required to compensate the concerned investor.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to Rs. 5,00,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than Rs. 200,000 and up to Rs. 5,00,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through 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.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

For further details, refer to the “General Information Document” available on the websites 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 with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the office of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The Retail Bidding in the Retail Portion can additionally Bid through the UPI Mechanism.

A Retail Individual Investor making applications using the UPI Mechanism shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in the Issue. The SCSBs, upon receipt of the Application Form will upload the Bid details along with the UPI ID in the bidding platform of the Stock Exchange. Applications made by the Retail Individual Investors using third party bank accounts or using UPI IDs linked to the bank accounts of any third parties are liable for rejection. The Bankers to the Issue shall provide the investors’ UPI linked bank account details to the RTA for the purpose of reconciliation. Post uploading of the Bid details on the bidding platform, the Stock Exchanges will validate the PAN and demat account details of Retail Individual Investors with the Depositories.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB’s authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Retail Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus.

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 Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[•]
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	[•]
Anchor Investors	[•]

**Excluding electronic Bid cum Application Form*

Note:

- ◆ Details of depository account are mandatory and applications without depository account shall be treated as incomplete and rejected. Investors will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities re-materialised subsequent to allotment.
- ◆ The shares of the Company, on allotment, shall be traded on stock exchanges in demat mode only.
- ◆ Single bid from any investor shall not exceed the investment limit/maximum number of specified securities that can be held by such investor under the relevant regulations/statutory guidelines.
- ◆ The correct procedure for applications by Hindu Undivided Families and applications by Hindu Undivided Families would be treated as on par with applications by individuals;

ELECTRONIC REGISTRATION OF BIDS

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.
- b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange and as disclosed in the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchange Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- a. An SCSB, with whom the bank account to be blocked, is maintained;
- b. A syndicate member (or sub-syndicate member);
- c. A stockbroker registered with a recognised stock exchange (and whose name is mentioned on the

- website of the stock exchange as eligible for this activity) (broker);
- d. A depository participant (DP) (Whose name is mentioned on the website of the stock exchange as eligible for this activity);
 - e. A registrar to an issuer and share transfer agent (RTA) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)

The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investorsto SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in theelectronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investorsto intermediaries otherthan SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. 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.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants.

WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines: -

- Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- 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;

- Mutual Funds registered with SEBI;
- 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;
- 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);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional applicants category;
- Venture Capital Funds registered with SEBI;
- Foreign Venture Capital Investors registered with SEBI;
- State Industrial Development Corporations;
- 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;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs.2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs.2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- 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;
- Insurance funds set up and managed by army, navy or air force of the Union of India
- Any other person eligible to applying in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

As per the existing regulations, OCBs cannot participate in this Issue.

PARTICIPATION BY ASSOCIATES OF BRLM

The BRLM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the BRLM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. All categories of Applicants, including associates and affiliates of the BRLM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum Form 2A containing the salient features of the Draft Red Herring Prospectus together with the Application Forms and copies of the Draft Red Herring Prospectus may be obtained from the Registered Office of our Company, BRLM to the Issue and The 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 <https://www.bseindia.com>.

OPTION TO SUBSCRIBE IN THE ISSUE

- a. As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.
- b. The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.
- c. In a single Application Form any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIs

Application must be made only in the names of individuals, limited companies or Statutory Corporations/institutions and not in the names of minors, foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families, partnership firms or their nominees. In case of HUF;s application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

APPLICATION BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to reject any application without assigning any reason thereof. Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. As per the current regulations, the following restrictions are applicable for investments by mutual funds.

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS BY ELIGIBLE NRI

Eligible NRIs may obtain copies of Application Form from the members of the Syndicate, the sub- Syndicate, if applicable, the SCSBs, the Registered Brokers, RTAs and CDPs. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non- Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Application Form.

Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than Rs. 2,00,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding Rs. 2,00,000 would be considered under the Non-Institutional Category for allocation in the Offer.

In case of Eligible NRIs bidding under the Retail Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis. Allotment of Equity shares to non-residents Indians shall be subject to the prevailing Reserve Bank of India guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with an income thereon subject to permission of the RBI and subject to the Indian Tax Laws and Regulations and any other applicable laws. The company does not require approvals from FIPB or RBI for the issue of equity shares to eligible NRIs, FIIs, Foreign Venture Capital Investors registered with SEBI and multi-lateral and Bi-lateral development financial institutions.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in color). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for non-Residents (blue in color). For details of restrictions on investment by NRIs, please refer to the chapter titled “Restrictions on Foreign Ownership of Indian Securities” beginning on page 298 of this Draft Red Herring Prospectus.

APPLICATIONS BY ELIGIBLE FIIs/FPIs

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations.

An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below

10% of our post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivate instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in color). FPIs are required to apply through the ASBA process to participate in the Offer.

APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND(AIF), VENTURECAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the "SEBI VCF Regulations") and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, among other things prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "SEBI AIF Regulations") prescribe, amongst others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. Limited Liability Partnerships can participate in the issue only through the ASBA Process.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the IRDA Investment Regulations), are broadly set forth below:

1. Equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
2. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3. The industry sector in which the investee company belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c)

above, as the case may be. Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of Rs. 2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of Rs. 500,000.00 million or more but less than Rs. 2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

APPLICATIONS BY BANKING COMPANIES

Applications by Banking Companies: In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Applications by SCSBs: SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars 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.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

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 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 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 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but upto 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i)minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.
6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the 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 90 days on fifty per cent of the shares allotted to the anchor investors from the date of allotment, and a lock-in of 30 days on the remaining fifty per cent of the shares allotted to the anchor investors 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.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered

societies, FIIs, Mutual Funds, insurance companies and provident funds with 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 with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (c) With respect to applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a 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 lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the BRLM may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the 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 number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE

a) For Retail Individual Applicants

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 Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

b) For Other Applicants (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 Offer 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 Applicant cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. 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. 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.

INFORMATION FOR THE APPLICANTS:

- a) Our Company will file a copy of Red Herring Prospectus with the Registrar of Companies, Uttarakhand, at least 3 (three) days before the Issue Opening Date.
- b) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Draft Red Herring Prospectus/ Red Herring Prospectus and/or the Application Form can obtain the same from our Registered Office or from the office of the BRLM.
- c) Applicants who are interested in subscribing for the Equity Shares should approach the BRLM or their authorized agent(s) to register their applications.
- d) Applications made in the name of minors and/ or their nominees shall not be accepted.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Bids should be submitted on the prescribed Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid cum application form. Bids not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

BIDDER'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details in the space provided in the Bid cum application form is mandatory and Bids that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid cum Application Form, 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'). Bidders should carefully fill in their Depository Account details in the Bid cum Application Form.

These Demographic Details would be used for all correspondence with the Bidders including mailing of the CANs / Allocation 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 Bidders 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 BIDS

- I. During the Bid/ Offer Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- II. In case of Bidders (excluding NIIs) Bidding at Cut-off Price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- III. For Details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders are requested to refer to the Draft Red Herring Prospectus.

ALLOTMENT PROCEDURE

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to RHP. 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:

1. 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.
2. 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.
3. Third party confirmation of applications to be completed by SCSBs on T+1 day.

RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.

4. 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: -

- a) Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the 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.
- b) In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- c) In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- d) On the basis of the above, the RTA will work out the 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

Allotment will be made in consultation with the BSE. 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).
 - a) For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 1. Each successful applicant shall be allotted [●] equity shares; and
 2. 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 numberof Shares worked out as per (2) above.
 - b) 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 nearest multiple of [●] equity shares subject to a

minimum allotment of [●] equity shares.

- c) If the Shares allotted 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. 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 offer specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.
- d) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
1. As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
 2. The balance net offer of shares to the public shall be made available for allotment to
 - a) Individual applicants other than retails individual investors and
 - b) Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
 3. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/maybe made available for allocation to applicants in the other category, if so required.

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.

The Executive Director / Managing Director of BSE – the Designated Stock Exchange in addition to BRLM 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.

INFORMATION FOR BIDDERS

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such an Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchange to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the BRLM are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other

soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- All Bidders should submit their Bids through the ASBA process only
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre
- In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Application Form;
- Bidders (other than RIIs bidding through the non-UPI Mechanism) should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. RIIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);
- Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs using the UPI Mechanism) in the Application Form;
- RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
- RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the Bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
- RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the Offer;
- RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;>
- RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
- RIBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms
- QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI

circular dated November 01, 2018 and July 26, 2019, RII shall submit their bid by using UPI mechanism for payment;

- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the 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 you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
- Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
- Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
- Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Draft Red Herring Prospectus;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank

- account linked UPI ID to make application in the Public Offer;
- Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
 - Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA
 - Account equivalent to the Bid Amount mentioned in the Application Form at the time of submission of the Bid;
 - Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
 - 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 Application Form;
 - RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank before 5:00 p.m. before the Bid / Offer Closing Date;
 - 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 authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
 - RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
 - Bids by Eligible NRIs and HUFs for a Bid Amount of less than Rs. 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding Rs. 200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Offer.

The 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:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest
- RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
- RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);

- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
 - Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
 - Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer.
 - Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant;
 - All Investors submit their applications through the ASBA process only except as mentioned in SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 & SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021;
 - Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
 - Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIB Bidders using the UPI Mechanism;
- The Applications should be submitted on the prescribed Application Form is liable to be rejected if the above instructions, as applicable, are not complied with

OTHER INSTRUCTIONS

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- (i) All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications.
- (ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- (iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data

capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the BRLM reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Bid submitted without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUNDS FOR REJECTIONS

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, the bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
- Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form
- Bids submitted on a plain paper
- 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
- ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary
- 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);
- Bids submitted without the signature of the First Bidder or sole Bidder
- The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
- 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;
- GIR number furnished instead of PAN;
- Bids by RIBs with Bid Amount of a value of more than Rs. 2,00,000;
- Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals
- Bids accompanied by stock invest, money order, postal order or cash; and
- Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchange
- Applications by OCBs;

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

Any person who:

- a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person a fictitious name,

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

SIGNING OF UNDERWRITING AGREEMENT

Vide an Underwriting agreement dated September 25, 2024, this issue is 100% Underwritten.

FILING OF THE RED HERRING PROSPECTUS WITH THE ROC

The Company will file a copy of the Red Herring Prospectus with the Registrar of Companies, Uttarakhand and in terms of Section 26 of Companies Act, 2013.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL/CDSL

To enable all shareholders of the Company to have their shareholding in electronic form:

- The company has entered into Tripartite agreement dated September 20, 2024, among CDSL, our Company and the Registrar to the Company; and
- The company has entered into Tripartite agreement dated November 19, 2024, among NSDL, our Company and the Registrar to the Company; and

The Company's Equity shares bear an ISIN is INE163701019.

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.

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 or Sponsor Bank to unblock the excess amount paid on Application to the Bidders.

SCSBs or Sponsor Bank 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 or Sponsor Bank. The applicants should note that

the arrangement with Banker to the Issue or the Registrar or Sponsor Bank 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 Applicants.

PAYMENT MECHANISM FOR APPLICANTS

The Bidders shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form sent by the Sponsor Bank. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid or for unsuccessful Bids, 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 Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to Rs. 5,00,000, may use UPI.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 05, 2003; the option to use the stock invest instrument in lieu of cheques or banks for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

PAYMENT INTO ESCROW ACCOUNT(S) FOR ANCHOR INVESTORS

Our Company, in consultation with the BRLM, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favor of:

- (a) In case of resident Anchor Investors: “[●]”; and
- (b) In case of Non-Resident Anchor Investors: “[●]”.

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, if any the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI (ICDR) Regulations, 2018, the company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. In the pre-issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013 and Regulation 264 of SEBI (ICDR) Regulations, 2018, shall be in the format prescribed in Part A of Schedule VI of the SEBI Regulations.

ISSUANCE OF ALLOTMENT ADVICE

On the Designated date, the SCSBs shall transfer the funds represented by allocation of equity shares into public issue account with the banker to the issue. Upon approval of the basis of the allotment by the Designated Stock Exchange, the Registrar to the Issue shall upload the same on its website. On the basis of approved basis of allotment, the issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their respective depository participants to accept the equity shares that may be allotted to them pursuant to the issue. Pursuant to confirmation of such corporate actions the Registrar to the Issue will dispatch allotment advice to the applicants who have been allotted equity shares in the issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

DESIGNATED DATE

On the Designated date, the SCSBs shall 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 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorized employees of the Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME

Our Company will not make any allotment in excess of the Equity Shares offered through the offer document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size.

DISPOSAL OF APPLICATION AND APPLICATION MONIES AND INTEREST IN CASE OF DELAY

The company shall ensure the dispatch of allotment advice, instruction to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the allotment to the stock exchange within one (1) working day of the date of allotment of equity shares.

The company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME platform of BSE, where the equity shares are proposed to be listed are taken within Three (3) working days of the closure of the issue.

MODE OF REFUNDS

a) In case of ASBA Applicants: Within 2 (Two) Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application, for any excess amount blocked on Application, for any ASBA application withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer

b) In the case of Applications from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the applicant on account of conversion of foreign currency.

c) In case of Other Investors: Within six Working Days of the Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

MODE OF MAKING REFUNDS FOR APPLICANTS OTHER THAN ASBA APPLICANTS

The payment of refund, if any, may be done through various modes as mentioned below:

(i) NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the applicant as obtained from the Depository.

(ii) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of

payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants' through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(iii) Direct Credit – Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

(iv) RTGS – Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the applicant, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Investors' account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the BRLM or the Registrar to the Issue or the Escrow Collection Bank nor the Company shall have any responsibility and undertake any liability for the same;

(IV) Please note that refunds, on account of our Company not receiving the minimum subscription, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank. For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Investors may refer to Red Herring Prospectus.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer shall make the Allotment within the period prescribed by SEBI. The Issuer shall pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within such times as maybe specified by SEBI.

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 in accordance with applicable law. 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 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds

UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

1. That if our Company do not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice in the newspapers to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers in which the Pre- Issue advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. That if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;
3. That the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
4. That all steps shall be taken to ensure that listing and commencement of trading of the Equity Shares at the Stock

- Exchange where the Equity Shares are proposed to be listed are taken within Three Working Days of Issue Closing Date or such time as prescribed;
5. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
 6. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within Two Working Days from the Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
 7. That no further Issue of Equity Shares shall be made till the Equity Shares issued through this Draft Red Herring Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.
 8. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
 9. That if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the ICDR Regulations and applicable law for the delayed period;
 10. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time; and

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. Our Company undertakes that the complaints or comments received in respect of the Offer shall be attended by our Company expeditiously and satisfactorily.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the BRLM, reserves the right not to proceed with the Issue, in whole or any part thereof at any time after the Issue Opening Date but before the Allotment, with assigning reason thereof. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared within Two days of Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for such decision and. The LM, 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. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. Notwithstanding the foregoing, the Issue is also subject

to obtaining the following:

1. The final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and
2. The final RoC approval of the Prospectus after it is filed with the concerned RoC.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an initial public offering of Equity Shares, our Company shall file a fresh Draft Red Herring prospectus with stock exchange.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered into following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- The company has entered into Tripartite agreement dated September 20, 2024, among CDSL, our Company and the Registrar to the Company; and
- The company has entered into Tripartite agreement dated November 19, 2024, among NSDL, our Company and the Registrar to the Company; and

The Company's Equity shares bear an ISIN INE163701019 .

- 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.

COMMUNICATIONS

All future communications in connection with the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated intermediary to the Issue where the Application 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.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the BRLM 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 Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the BRLM 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 Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

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 http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html. For details on designated branches of SCSB collecting the Application Form, please refer to the above-mentioned SEBI link.

ASBA PROCESS

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (ASBA Account) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering

such Applications.

Who can apply?

Please note that, in accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (Except Anchor investors) applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB. Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted. After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date. On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue. The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

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RESTRICTION 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 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.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. The Equity Shares offered in the Issue have not been and will not be registered under the 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 Securities Act and applicable U.S. state securities laws.

Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be “qualified institutional investors” (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulations under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.

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.

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ISSUE STRUCTURE

This Issue has been made in terms of Regulation 229(2) of Chapter IX of SEBI ICDR Regulations whereby, our post-issue face value capital is more than ten crore rupees and upto twenty-five crore rupees. The Company shall issue specified securities 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 this Offer, please refer to the chapter titled "Terms of the Issue" and "Issue Procedure" beginning on page 254 and 263 of this Draft Red Herring Prospectus.

Present Issue Structure

Initial Public Offer of Up to 49,69,600 Equity Shares of Rs. 10/- each ("Equity Shares") of KVS Castings Limited (the "Company") for cash at a price of Rs. [●]/- per equity share (the "Issue Price"), aggregating to Rs. [●] Lakhs ("The Offer). Out of the Issue, Up to 2,76,800 equity shares aggregating to Rs. [●] Lakhs will be reserved for subscription by Market Maker ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e., Issue of Up to 46,92,800 equity shares of face value of Rs. 10/- each at an issue price of Rs. [●]/- per equity share aggregating to Rs. [●] Lakhs is hereinafter referred to as the "Net Issue". The Issue and the net Issue will constitute 26.50% and 25.01%, respectively of the Post Issue paid up equity share capital of our company.

Particulars of the Issue	Market Maker Reservation Portion	QIBs	Non – Institutional Investors	Retail Individual Investors
Number of Equity Shares available for allocation	Upto 2,76,800 Equity shares	Up to 9,37,600 Equity shares	Up to 7,05,600 Equity shares	Up to 16,43,200 Equity shares
Percentage of Issue Size available for allocation	5.90% of the issue size	Not more than 50.00% of the Net offer size shall be available for allocation to QIBs. However, up to 5.00% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors	Not less than 15.00% of the Offer shall be available for allocation.	Not less than 35.00% shall be available for allocation.

		and one third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only.		
Basis of Allotment	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion: (a) up to [●] Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and; (b) [●] Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors For further details please refer to the section titled “Issue Procedure” beginning on page 263.	Proportionate	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, “Issue Procedure” on page 263.
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Investors using Syndicate ASBA).			

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. 200,000.	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds Rs. 200,000.	[●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount does not exceed Rs. 2,00,000.
Maximum Application Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed Rs. 2,00,000.
Mode of Allotment	Dematerialized Form			
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 and in multiples thereof
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder 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.			

Note:

1. *In case of joint application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.*
2. *Applicants will be required to confirm and will be deemed to have represented to our Company, the BRLM, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.*
3. *SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.*

Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the Circular) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price (in Rs.)	Lot Size (No. of shares)
Upto 14	10000
More than 14 upto 18	8000
More than 18 upto 25	6000
More than 25 upto 35	4000
More than 35 upto 50	3000
More than 50 upto 70	2000
More than 70 upto 90	1600
More than 90 upto 120	1200
More than 120 upto 150	1000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240
More than 600 upto 750	200
More than 750 upto 1000	160
Above 1000	100

Further to the Circular, at the initial public offer stage the Registrar to Issue in consultation with BRLM, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the initial public offer lot size at the application/allotment stage, facilitating secondary market trading.

*50% of the shares offered are reserved for applications below Rs.2.00 lakh and the balance for higher amount applications.

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, where the Registered office of the Company is situated.

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 Draft Red Herring Prospectus/ Red Herring Prospectus with RoC.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Uttarakhand.

ISSUE PROGRAMME

ISSUE OPENING DATE	[•]
ISSUE CLOSING DATE	[•]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue closing date when applications will be accepted only between 10.00 a.m. to 2.00 p.m.

In case of discrepancy in the data entered in the electronic book vis a vis the data contained in the physical bid form, for a particular bidder, the detail as per physical application form of that bidder may be taken as the final data for the purpose of allotment.

Standardization of cut-off time for uploading of applications on the issue closing date:

- (a) A standard cut-off time of 3.00 PM for acceptance of applications.
- (b) A standard cut-off time of 4.00 PM for uploading of applications received from non-retail applicants i.e. QIBs, HNIs and employees (if any).

A standard cut-off time of 5.00 PM for uploading of applications received from only retail applicants, which may be extended up to such time as deemed fit by Stock Exchanges after taking into account the total number of applications received upto the closure of timings and reported by BRLM to the Exchange within half an hour of such closure.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

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SECTION IX – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF KVS CASTINGS LIMITED

Interpretation

- In these regulations the Act means the Companies Act 2013. Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company. PUBLIC COMPANY (3) Public Company means a company which-a) is not a Private Company b) has a minimum paid-up capital as may be prescribed. Provided that a company which is a subsidiary of a company not being a private company shall be deemed to be public company for the purpose of this act even where such subsidiary company continues to be a private company in its articles.

Share Capital and Variation of rights

1. Subject to the provisions of the Act and these Articles the shares in the capital of the company shall be under the control of the Directors who may issue allot or otherwise dispose of the same or any of them to such persons in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of an ordinary resolution in a general meeting of the Company give any person the right to call on any shares either at par or at a premium during such time and for such consideration that the Board may deem fit.(ii)The authorised share capital of the Company shall be such amount and be divided into such shares as may from time to time as may be provided in Clause V of Memorandum of Association of the Company with power to Board to reclassify reduce subdivide consolidate and increase and with power from time to time to issue any shares of the original capital or any new capital with and subject to any preferential qualified or special rights privileges or conditions may be thought fit and upon the sub-division of shares to apportion the right to participate in profits in any manner as between the shares resulting from sub-division.
2. DEMATERIALIZATION OF SECURITIES Definition for the purpose of Article 3(i)Shareholders means the duly registered holders from time to time of the shares of the company and every person holding shares of the company in electronic format whose name is entered as beneficial owner in the records of depository. (ii)Beneficial Owner means the beneficial owner as defined in the Depositories Act 1996. (iii) Depository means the depository as defined in the Depositories Act 1996. (iv)Depositories Act means the Depositories Act 1996 and any statutory modification and reenactment thereof. (v)Shares may be held in Depository. The Company may dematerialize or rematerialize its shares pursuant to the Depositories Act and offer its shares as subscription allotment in a dematerialized form and the provisions of the Articles of Association of the Company in respect to share certificates shall not apply to the shares held with the depository in dematerialized form. (vi)Transfer Transmission of Shares under the Depositories Act The provisions of the Depositories Act shall apply in respect of the transfer and transmission of shares held by member with the Depository and such transfer of shares and transmission of shares. (vii) Rematerialisation means process of converting the dematerialized shares back to physical copies of certificates there on non-applicability of provisions of Depositories Act for such physical shares.(i)Notwithstanding anything contained in these Articles the Company shall be entitled to dematerialize its existing Securities rematerialize its Securities held in the Depositories and or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act and the rules framed thereunder if any.(ii)Subject to the applicable provisions of the Act the Company shall issue dematerialize hold the Securities (including Shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized in which event the rights and obligations

of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.(iii)Securities in Depositories to be in fungible form.(iv)All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88 and 89 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners. (v)Rights of Depositories Beneficial Owners(a)Notwithstanding anything to the contrary contained in the Act or these Articles a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner(b)Save as otherwise provided in (a) above the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it. (c)Every Person holding Shares of the Company and whose name entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company. (d)The Beneficial Owner of Securities shall in accordance with the provisions of these Articles and the Act be entitled to all the rights and subject to all the liabilities in respect of his Securities which are held by a Depository. (e)Except as ordered by a court of competent jurisdiction or as may be required by Law and subject to the applicable provisions of the Act the Company shall be entitled to treat the Person whose name appears on the Register as the holder of any Share or whose name appears as the Beneficial Owner of any Share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity equitable contingent future partial interest other claim to or interest in respect of such Shares or (except only as by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto in accordance with these Articles on the part of any other Person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any Share in the joint names of any two or more Persons or the survivor or survivors of them subject to Article (a) above.(f)Register and Index of Beneficial Owners The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country. (g)Service of Documents Notwithstanding anything contained in the Act or these Articles to the contrary where Securities are held in a Depository the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs. (h)Transfer of Securities (A) Subject to above article (a) of this Article nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository. (B) In the case of transfer or transmission of Shares or Securities are being held in any electronic or fungible form in a Depository the provisions of the Depositories Act shall apply. (i)Allotment of Securities dealt with in a Depository Notwithstanding anything in the Act or these Articles where Securities are dealt with by a Depository the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.(j)Certificate Number and other details of Securities in Depository Nothing contained in the Act or these Articles regarding the necessity of having certificate number distinctive numbers for Securities issued by the Companys hall apply to Securities held with a Depository. (k)Provisions of Articles to apply to Shares held in Depository Except as specifically provided in these Articles the provisions relating to joint holders of shares calls lien on shares forfeiture of shares and transfer and transmission of shares shall be applicable to Shares held in Depository so far as they apply to Shares held in physical form subject to the provisions of the Depositories Act.(l)Depository to furnish information Every Depository shall furnish to the Company in formation about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf. 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.

3. 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. 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. 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. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under subsection (6) of section 40. 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. 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. 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 pari passu therewith. The company can issue the shares with differential voting rights subject to compliance of the rules made thereof.

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. The company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The companys lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

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. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. 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. 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. 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. 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. 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. 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 authorizing 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. 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. The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. 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. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board - a. may if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him and 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. Provided any amount paid up in advance of calls on any share shall not in respect thereof confer on the holder of such share the right to receive any dividends declared or to participate in profits of the Company.

Transfer of shares

19. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof. The company shall use a common form of transfer of shares.

20. The Board may subject to the right of appeal conferred by section 58 decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the company has a lien.

21. 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. Provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever.

22. 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.

Transmission of shares

23. 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 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. 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 to be registered himself as holder of the share or to make such transfer of the share as the deceased or insolvent member could have made. 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. 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. If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share. 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. 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.
27. *In case of a One Person Company on the death of the sole member the person nominated by such member shall be the person recognised by the company as having title to all the shares of the member the nominee on becoming entitled to such shares in case of the members death shall be informed of such event by the Board of the company such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable on becoming member such nominee shall nominate any other person with the prior written consent of such person who shall in the event of the death of the member become the member of the company.
*Note: Deleted as it is applicable to OPC not to Public Company

Forfeiture of shares

28. 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.
29. The notice aforesaid shall 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 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.
30. 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.
31. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
32. 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. 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.

33. 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 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 The transferee shall thereupon be registered as the holder of the share and 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.

34. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

35. 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.

36. Subject to the provisions of section 61 the company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. The holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words share and shareholder in those regulations shall include stock and stock-holder respectively.

38. The company may by special resolution reduce in any manner and with and subject to any incident authorised and consent required by law its share capital any capital redemption reserve account or any share premium account.

Capitalisation of profits

39. The company in general meeting may upon the recommendation of the Board resolve 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 that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (iii) either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively 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 partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B) A securities premium account and a capital redemption reserve account may for the purposes of this regulation be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

40. Whenever such a resolution as aforesaid shall have been passed the Board shall 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 generally do all acts and things required to give effect thereto. The Board shall have power 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 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 Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

41. 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

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. The Board may whenever it thinks fit call an extraordinary general meeting. 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

44. 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. Save as otherwise provided herein the quorum for the general meetings shall be as provided in section 103.

45. The chairperson if any of the Board shall preside as Chairperson at every general meeting of the company.

46. 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.

47. 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.

48. *In case of a One Person Company the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118 such minutes book shall be signed and dated by the member the resolution shall become effective from the date of signing such minutes by the sole member.

*Note: Deleted as it is applicable to OPC not to Public Company

Adjournment of meeting

49. 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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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. 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.

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52. 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. For this purpose seniority shall be determined by the order in which the names stand in the register of members.

53. 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.

54. Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.

55. 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.

56. 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. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

Proxy

57. 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.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. 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

60. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following are the Directors of the company

- 1. Mr. Devendra Kumar Agarwal**
- 2. Mr. Arpan Jindal**

61. The remuneration of the directors shall in so far as it consists of a monthly payment be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act the directors may be paid all travelling hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company or in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. 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.

64. 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.

65. 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.

66. 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. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

67. The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.

68. Save as otherwise expressly provided in the Act questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.

69. 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.

70. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. 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.

71. 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. 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.

72. A committee may elect a Chairperson of its meetings. 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.

73. A committee may meet and adjourn as it thinks fit. 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.

74. 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.

75. Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.

76. *In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.

*Note: Deleted as it is applicable to OPC not to Public Company

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. Subject to the provisions of the Act 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 A director may be appointed as chief executive officer manager company secretary or chief financial officer.

78. 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

79. *The Board shall provide for the safe custody of the seal. 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.

*Note: Deleted

Dividends and Reserve

80. The company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

81. 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.

82. The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divided without setting them aside as a reserve.

83. 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. 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. 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. The company shall not forfeit any unclaimed dividends before the claim becomes barred by law.

84. 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.

85. 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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. 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.

87. 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.

88. No dividend shall bear interest against the company.

Accounts

89. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of members not being directors. 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

90. Subject to the provisions of Chapter XX of the Act and rules made thereunder 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. 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. 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

91. 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

92. *Debentures(i)Subject to the applicable provisions of the Section 71 of Companies Act 2013 and other applicable Law the Company shall have power to issue unsecured secured non-convertible optionally convertible Compulsorily convertible debentures subject to the provisions of the Act. (ii)Any debentures debenture stock or other Securities may be issued at a par premium or otherwise and may be issued on that condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption surrender drawing allotment of Shares attending (but not voting) the General Meeting appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution under Section 62 of the Companies Act 2013.Managing Director(iii)Subject to any contract between the Company and Managing Director and subject to approval of the Shareholders in General Meeting the remuneration of the Managing Director shall from time to time be fixed in accordance with the provision of the Act and may be by way of fixed salary or commission or participation in profits or by any or all of these modes or in any other form and may provide for minimum remuneration in case of loss inadequacy or absence of profits. (iv)The Board of Directors may from time to time entrust to and confer upon the Managing Director for the time being such of the powers exercisable under these Articles by the Directors as they think fit and may confer such powers for such time and to be exercisable for such subjects and purposes and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or the exclusion of or in the substitution for all or any of the powers of the Directors in that behalf and may from time-to-time revoke withdraw alter or vary all or any of such powers. (v)Unless and until otherwise determined by the Board of Directors the Managing Director may exercise all powers exercisable by the Directors save such powers as by the Act or by these Articles shall be exercisable by the Directors themselves. General Authority(vi)If the Act or any rules framed thereunder requires any specific permission in these Articles for carrying out the mentioned activity by the Board general meeting or the Company than it will be deemed that the same is authorised by these Articles unless and until specifically prohibited by these Articles.

Note: Added in New set of Articles of Association.

SECTION X- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by 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 Draft Red Herring Prospectus to be delivered to the RoC for filing and the documents for inspection referred to hereunder, may be inspected at the Registered office at B-25, 29, Industrial Estate Bazpur Road, Udham Singh Nagar, Kashipur, Uttarakhand, India, 24471 from the date of filing this Draft Red Herring Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

MATERIAL CONTRACTS

1. Issue Agreement/ Memorandum of Understanding dated September 25, 2024, between our company and the Book Running Lead Manager.
2. Agreement dated September 25, 2024, between our company and the Registrar to the Issue.
3. Public Issue Agreement dated [●], among our Company, the Book Running Lead Manager, The Banker to the Issue/Public Issue Bank/Sponsor Bank, and the Registrar to the Issue.
4. Underwriting Agreement dated September 25, 2024, between our company and the Underwriters.
5. Market making Agreement dated [●], between our company, the Book Running Lead Manager and the Market Maker.
6. The agreement between NSDL, our company and the Registrar and Share Transfer Agent dated November 19, 2024.
7. The Agreement between CDSL, our company and the Registrar and Share Transfer Agent dated September 20, 2024.

MATERIAL DOCUMENTS FOR THE ISSUE

1. Certified true copy of Certificate of Incorporation, the Memorandum of Association and Articles of Association of our Company, as amended.
2. Resolutions of the Board of Directors dated September 10, 2024, in relation to the Issue and other related matters.
3. Shareholders' resolution dated September 25, 2024, in relation to the Issue and other related matters.
4. Consents of Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, the Book Running Lead Manager, Registrar to the Issue, Peer review Auditor, Legal Advisor and Market Maker to act in their respective capacities.
5. Peer Review Auditors Report dated September 10, 2024, on Restated Financial Statements of our Company for the period ended June 30, 2024, and for the years ended March 31, 2024, 2023, 2022.
6. The Report dated September 25, 2024, from the Peer Reviewed Auditors of our Company, confirming the Statement of Possible Tax Benefits available to our Company and its Shareholders as disclosed in this Draft Red Herring Prospectus.
7. The Due Diligence Report dated November 22, 2024, by M/s Nishi & Associates, Practicing Company Secretaries, confirming the secretarial compliances status as included in this Draft Red Herring Prospectus.
8. The Report dated September 27, 2024, along with Annexure B dated November 25, 2024, by Legal Advisor to the Company confirming status of Outstanding Litigation and Material Development.
9. Copy of approval from BSE SME vide letter dated [●] to use the name of BSE in this offer document for

listing of Equity Shares on SME Platform of BSE.

10. Due diligence certificate submitted to SEBI dated November 27, 2024, from Book Running Lead Manager to the Issue.
11. Key Performance Indicator Certificate provided by M/s Arora Gupta & Co, Chartered Accountants dated September 24, 2024.

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, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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SECTION XI - DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities Exchange Board of India Act, 1992, as the case may be, have been complied with no statement made in the Draft Red Herring Prospectus is contrary to the provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/guidelines issued, as the case may be. We further certify that all the statements made in this Draft Red Herring Prospectus are true and correct.

Signed by the Directors of our Company				
S.N.	Name	Category	Designation	Signature
1.	Mr. Arpan Jindal	Executive	Managing Director	Sd/-
2.	Mr. Devendra Kumar Agarwal	Non-Executive	Director	Sd/-
3.	Ms. Rekha Agarwal	Non-Executive	Director	Sd/-
4.	Ms. Venu Jindal	Non-Executive	Director	Sd/-
5.	Mr. Vivek Karnavat	Non-Executive	Independent Director	Sd/-
6.	Mr. Madhup Mishra	Non-Executive	Independent Director	Sd/-
7.	Mr. Raj Kumar Arora	Full-time	Chief Financial Officer	Sd/-
8.	Ms. Shweta Mehrotra	Full-time	Company Secretary & Compliance Officer	Sd/-

Place: Uttarakhand

Date: November 27, 2024