



This is an abridged prospectus containing salient features of the red herring prospectus of Happy Forgings Limited (the “Company”) dated December 9, 2023 filed with the Registrar of Companies, Punjab and Chandigarh at Chandigarh (the “RHP” or “Red Herring Prospectus”). You are encouraged to read greater details available in the RHP, which is available at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=3&ssid=15&smid=11>. Unless otherwise specified all capitalized terms used herein and not specifically defined shall bear the same meaning as ascribed to them in the RHP.

(Please scan this QR Code to view the RHP)

THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Please ensure that you have read the RHP, this abridged prospectus (“Abridged Prospectus”) and the general information document for investing in public offers (“GID”) undertaken through the Book Building Process before applying in the Offer (as defined below). The investors are advised to retain a copy of the RHP/Abridged Prospectus for their future reference. You may obtain a physical copy of the Bid cum Application Form and the RHP from the Stock Exchanges (defined below), Syndicate Members (defined below), Registrar to the Offer, Registrar and Share Transfer Agents (“RTAs”), Collecting Depository Participants (“CDPs”), Registered Brokers, Bankers to the Offer, Investors’ Associations or Self Certified Syndicate Banks (“SCSBs”). You may also download the RHP from the website of Securities and Exchange Board of India (“SEBI”) at www.sebi.gov.in, at the websites of National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”, and together with NSE, the “Stock Exchanges”) at www.nseindia.com and www.bseindia.com, respectively, and the websites of our Company at www.happyforgingsltd.com and Book Running Lead Managers at www.jmfl.com, www.axiscapital.co.in, www.equirus.com, www.motilaloswalgroup.com respectively.



HAPPY FORGINGS LIMITED

HAPPY FORGINGS LIMITED

Corporate Identity Number: U28910PB1979PLC004008; Date of Incorporation: July 2, 1979

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
B XXIX, 2254/1, Kanganwal Road, P.O. Jugiana, Ludhiana – 141 120, Punjab, India	H.B 220, Post Office – Rajgarh, Village Dugri, Ludhiana – 141 421, Punjab, India	Bindu Garg <i>Company Secretary and Compliance Officer</i>	Telephone: +91 161 5217162 E-mail: complianceofficer@happyforgingsltd.co.in	www.happyforgingsltd.com

OUR PROMOTERS: PARITOSH KUMAR, ASHISH GARG, MEGHA GARG, AYUSH CAPITAL & FINANCIAL SERVICES PRIVATE LIMITED, GARG FAMILY TRUST, PARITOSH KUMAR GARG (HUF) AND ASHISH GARG & SONS (HUF)

DETAILS OF THE OFFER

Type of Offer	Fresh Issue size	Offer for Sale size	Total Offer size	Eligibility and Reservation	Share Reservation among QIBs, NIBs and RIBs		
					QIBs	NIBs	RIBs
Fresh Issue and Offer for Sale	Up to [●] equity shares of face value of ₹2 each (“Equity Shares”) aggregating up to ₹4,000 million	Up to 7,159,920 equity shares of face value of ₹2 each aggregating up to ₹[●] million	Up to [●] equity shares of face value of ₹2 each aggregating up to ₹[●] million	The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Bidders and Retail Individual Bidders, see “Offer Structure” on page 471 of the RHP.	Not more than 50% of the Offer size shall be allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only.	Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders	Not less than 35% of the Offer, or the Offer less allocation to QIB Bidders and Non-Institutional Bidders will be available for allocation.

The Equity Shares are proposed to be listed on National Stock Exchange of India Limited (“Designated Stock Exchange”) and BSE Limited

DETAILS OF OFFER FOR SALE BY THE SELLING SHAREHOLDERS

NAME OF SELLING SHAREHOLDERS	TYPE	NUMBER OF SHARES OFFERED / AMOUNT (₹ IN MILLION)	WACA PER EQUITY SHARE (IN ₹)*
Paritosh Kumar Garg (HUF)	Promoter	Up to 4,922,445 equity shares of face value of ₹2 each aggregating up to ₹[●] million	2.02
India Business Excellence Fund – III	Investor	Up to 2,237,475 equity shares of face value of ₹2 each aggregating up to ₹[●] million	189.95

*As certified by Goel Garg & Co., Chartered Accountants, pursuant to their certificate dated December 9, 2023.

PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES

Price Band	₹ 808 per Equity Share to ₹ 850 per Equity Share of face value of ₹ 2 each
For details of the Price Band and the basis for the Offer Price, please refer to the price band advertisement and the section titled “Basis for Offer Price” on page 130 of the RHP	
Minimum Bid Lot Size, respectively	17 Equity Shares and in multiples of 17 Equity Shares thereafter
Bid/Offer Opens On*	Tuesday, December 19, 2023
Bid/Offer Closes On**	Thursday, December 21, 2023
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Friday, December 22, 2023
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account#	On or about Tuesday, December 26, 2023
Credit of Equity Shares to Demat accounts of Allottees	On or about Tuesday, December 26, 2023
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Wednesday, December 27, 2023

*Our Company and the Investor Selling Shareholder in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid / Offer Opening Date. ** The UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date.

#In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs 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 master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/MRSD/MRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the agreements to be entered into by and between our Company and the relevant intermediaries, to the extent applicable. The processing fees for applications made by UPI Bidders 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, 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.

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

THE WEIGHTED AVERAGE COST OF ACQUISITION FOR ALL EQUITY SHARES TRANSACTED IN THE LAST ONE YEAR, EIGHTEEN MONTHS AND THREE YEARS IMMEDIATELY PRECEDING THE DATE OF THE RED HERRING PROSPECTUS IS SET FORTH BELOW:

Period	Weighted average cost of acquisition per Equity Share (in ₹)^%	Cap Price is 'x' times the weighted average cost of acquisition	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)^
Last one year preceding the date of the Red Herring Prospectus	Nil	N.A.	N.A.
Last eighteen months preceding the date of the Red Herring Prospectus	Nil	N.A.	N.A.
Last one year preceding the date of the Red Herring Prospectus	Nil	N.A.	N.A.

% Computed based on the Equity Shares acquired/allotted/purchased (including acquisition pursuant to transfer by way of gift and bonus issue).

^ As certified by Goel Garg & Co., Chartered Accountants by way of their certificate dated December 9, 2023.

The Equity Shares offered in the Offer have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act), in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act in reliance on Rule 144A or (ii) outside the United States in “offshore transactions” as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. There will be no public offering of Equity Shares in the United States.

RISKS IN RELATION TO THE FIRST OFFER

The face value of the Equity Shares is ₹2 each. The Floor Price, Cap Price and Offer Price determined by our Company and the Investor Selling Shareholder in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for the Offer Price” on page 130 of the RHP, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer 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 the Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 36 of the RHP and on page 9 of this Abridged Prospectus.

PROCEDURE

You may obtain a physical copy of the Bid cum Application Form and the RHP from the Stock Exchanges, Syndicate Members, Registrar to the Offer, Registrar and Share Transfer Agents (“RTAs”), Collecting Depository Participants (“CDPs”), Registered Brokers, Bankers to the Offer, Investors’ Associations or Self Certified Syndicate Banks (“SCSBs”).

If you wish to know about processes and procedures applicable to the Offer, you may request for a copy of the RHP and/or the BID from the BRLMs or download it from the website of SEBI at www.sebi.gov.in, the websites of NSE and BSE at www.nseindia.com and www.bseindia.com, respectively, and the websites of the BRLMs at www.jmfl.com, www.axiscapital.co.in, www.equirus.com, www.motilalosalgroup.com.

PRICE INFORMATION OF BRLMs

S. NO.	Offer Name ¹	Name of the BRLM	+/- % change in closing price, +/- % change in closing benchmark		
			30th calendar day from listing	90th calendar day from listing	180th calendar day from listing
1.	Fedbank Financial Services Limited	JM, Equirus	Not Applicable	Not Applicable	Not Applicable
2.	Tata Technologies Limited	JM	Not Applicable	Not Applicable	Not Applicable
3.	ASK Automotive Limited	JM, Axis	Not Applicable	Not Applicable	Not Applicable
4.	Honasa Consumer Limited	JM	Not Applicable	Not Applicable	Not Applicable
5.	Cello World Limited	JM, Motilal	Not Applicable	Not Applicable	Not Applicable
6.	JSW Infrastructure Limited	JM, Axis	41.34% [-2.93%]	Not Applicable	Not Applicable
7.	Zaggle Prepaid Ocean Services Limited	JM, Equirus	30.95% [-0.67%]	Not Applicable	Not Applicable
8.	Flair Writing Industries Limited	Axis	Not Applicable	Not Applicable	Not Applicable
9.	SignatureGlobal (India) Limited	Axis	+35.79%, [-4.36%]	Not Applicable	Not Applicable
10.	R R Kabel Limited	Axis, JM	34.45% [-1.75%]	Not Applicable	Not Applicable
11.	TVS Supply Chain Solutions Limited	Axis, JM, Equirus	+8.71%, [+1.53%]	+6.57%, [+1.29%]	Not Applicable
12.	SBFC Finance Limited	Axis	+51.75%, [+3.28%]	+61.14%, [-0.11%]	Not Applicable
13.	Protean eGov Technologies Limited	Equirus	Not Applicable	Not Applicable	Not Applicable
14.	Netweb Technologies India Limited	Equirus	+73.20% [-2.08%]	+67.87% [-2.56%]	Not Applicable
15.	Divgi TorqTransfer Systems Limited	Equirus	+12.04% [+4.30%]	+39.64% [+8.16%]	+67.75% [+14.51%]
16.	Inox Green Energy Services Limited	Equirus	-30.77% [-1.11%]	-32.77% [-1.33%]	-26.85% [+0.36%]
17.	Updater Services Limited	Motilal	-13.72% [-1.76%]	Not Applicable	Not Applicable
18.	Sai Silks (Kalamandir) Limited	Motilal	+8.09% [-4.49%]	Not Applicable	Not Applicable
19.	Rishabh Instruments Limited	Motilal	+20.12% [-1.53%]	Not Applicable	Not Applicable
20.	IKIO Lighting Limited	Motilal	+44.77% [+4.22%]	+23.84% [+6.44%]	Not Applicable
21.	Radiant Cash Management Limited	Motilal	+2.55% [-2.40%]	2.23% [-3.75%]	-1.31%, [+6.35%]
22.	Tamilnad Mercantile Bank Limited	Motilal	-8.43% [-3.36%]	+2.14% [+4.34%]	-11.07%, [-1.33%]

Source: www.bseindia.com and www.nseindia.com

\$ Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each Merchant Banker with common issues disclosed once.

Notes: 1. Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange. 2. For change in closing price over the closing price as on the listing date, the CNX NIFTY or S&P BSE SENSEX 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. 3. In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered. 4. 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days. 5. Not Applicable – Period not completed For further details, please refer to “Other Regulatory and Statutory Disclosures - Price information of past issues handled by the BRLMs” on page 457 of the RHP.

For further details, please refer to “Other Regulatory and Statutory Disclosures - Price information of past issues handled by the Book Running Lead Managers” on page 457 of the RHP.

BOOK RUNNING LEAD MANAGERS

JM Financial Limited Telephone: +91 22 6630 3030 E-mail: hfl.ipo@jmfli.com Investor Grievance E-mail: grievance.ibd@jmfli.com	Axis Capital Limited Telephone: + 91 22 4325 2183 E-mail: hfl.ipo@axiscap.in Investor Grievance E-mail: complaints@axiscap.in	Equirus Capital Private Limited Telephone: + 91 22 4332 0734 E-mail: hfl.ipo@equirus.com Investor Grievance E-mail: investorsgrievance@equirus.com	Motilal Oswal Investment Advisors Limited[^] Telephone: + 91 22 7193 4380 E-mail: hfl.ipo@motilaloswal.com Investor Grievance E-mail: moiapfredressal@motilaloswal.com
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[^]Motilal Oswal Investment Advisors Limited and MO Alternate Investment Advisors Private Limited (formerly known as MOPE Investment Advisors Private Limited), the investment manager to the Investor Selling Shareholder, are associates in terms of Regulation 21A (1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended. Accordingly, Motilal Oswal Investment Advisors Limited will be involved only in the marketing of the Offer and shall be the marketing lead manager to the Offer.

Name of Syndicate Members	Equirus Securities Private Limited, JM Financial Services Limited and Motilal Oswal Financial Services Limited
Name of Registrar to the Offer	Link Intime India Private Limited Telephone: + 91 810 811 4949; E-mail: happyforgings.ipo@linkintime.co.in; Investor Grievance E-mail: happyforgings.ipo@linkintime.co.in
Name of Statutory Auditor	S.R. Batliboi & Co. LLP, Chartered Accountants
Name of Credit Rating Agency and the rating or grading obtained, if any	Not Applicable
Name of Debenture Trustee	Not Applicable
Self Certified Syndicate Bank(s) or "SCSB(s)"	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=35 , as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=40 , or such other website as may be prescribed by SEBI from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=35 as updated from time to time. In accordance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=43) respectively, as updated from time to time.
Eligible SCSBs and mobile applications enabled for UPI Mechanism	In accordance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders may only apply through the SCSBs and mobile applications using UPI handles specified on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=43) respectively, as updated from time to time. A list of SCSBs through which Bids can be submitted by UPI Bidders, including details such as the eligible mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.
Syndicate SCSB Branches	In relation to Bids (other than Bids by Anchor Investors) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=35) as updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=35 or any such other website as may be prescribed by SEBI from time to time.
Non-Syndicate Registered Brokers	The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx and www.nseindia.com/products/content/equities/ipo_mem_terminal.htm , respectively, as updated from time to time. Bidders can submit ASBA Forms in the Offer using the stock broker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com and https://www.nseindia.com , as updated from time to time.
Details regarding website address(es)/link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable	The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the BSE and NSE at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx and www.nseindia.com/products/content/equities/ipo/asba_procedures.htm , respectively, as updated from time to time. The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx and www.nseindia.com/products/content/equities/ipo/asba_procedures.htm , respectively, as updated from time to time. For further details, see "Offer Procedure" on page 474 of the RHP.

PROMOTERS OF OUR COMPANY

Sr. No.	Name	Individual/Corporate	Experience and Educational Qualification /Corporate information
1.	Paritosh Kumar	Individual	He is the Chairman and Managing Director of our Company. He holds a bachelor's degree in arts from S.C. Dhawan Government (Evening) College, Ludhiana, Panjab University. He has been associated with our Company since incorporation and accordingly has over 44 years of experience in the industrial sector. He was awarded with the 'LMA-Vardhman Award for entrepreneur of the year-2018' by the Ludhiana Management Association. He is involved in the strategic decision making of our Company, oversees our Company's business activities and is involved in setting up the governance standards of our Company.
2.	Ashish Garg	Individual	He is a Managing Director of our Company. He holds a bachelor's degree in science (accounting and finance), and a master's degree in science (manufacturing systems engineering) from the University of Warwick, United Kingdom. He has approximately 17 years of experience in the industrial sector. He currently manages our Company's business operations, financial performance, growth strategies and investments in different capacities and product developments.
3.	Megha Garg	Individual	She is a Whole-time Director of our Company. She holds a bachelor's degree in science (economics) from the University of Nottingham, United Kingdom. She has approximately eight years of experience in the industrial sector. She currently handles the online digital marketing of our Company to engage prospects and capture leads.

PROMOTERS OF OUR COMPANY

Sr. No.	Name	Individual/Corporate	Experience and Educational Qualification /Corporate information
4.	Ayush Capital & Financial Services Private Limited	Corporate	Ayush Capital & Financial Services Private Limited ("ACFSPL") was incorporated as a private company, limited by shares, under the Companies Act, 1956, and a certificate of incorporation dated November 13, 1995 was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi. ACFSPL is authorised to undertake, inter-alia, the business of a general finance company, housing finance and the business of an investment company.
5.	Garg Family Trust	Corporate	The Garg Family Trust was formed as a private, irrevocable, and discretionary trust pursuant to a registered deed of trust dated July 21, 2023 in accordance with the provisions of the Indian Trusts Act, 1882. The trustees of the Garg Family Trust are Paritosh Kumar and Ashish Garg.
6.	Paritosh Kumar Garg (HUF)	Corporate	Paritosh Kumar Garg (HUF), came into existence on March 3, 1983 and Paritosh Kumar is its Karta and Suman Garg and Ashish Garg as its coparceners.
7.	Ashish Garg & Sons (HUF)	Corporate	Ashish Garg & Sons (HUF), came into existence on August 6, 2011 and Ashish Garg is its Karta and Megha Garg and Avyaan Garg as its coparceners.

BUSINESS OVERVIEW AND STRATEGY

Company overview: We are the fourth largest engineering led manufacturer of complex and safety critical, heavy forged and high precision machined components in India as of Fiscal 2023 in terms of forgings capacity (Source: Ricardo Report). We, through our vertically integrated operations, are engaged in engineering, process design, testing, manufacturing, and supply of a variety of components that are both margin accretive and value-additive. We primarily cater to domestic and global original equipment manufacturers ("OEMs") manufacturing commercial vehicles in the automotive sector, while in the non-automotive sector, we cater to manufacturers of farm equipment, off-highway vehicles and manufacturers of industrial equipment and machinery for oil and gas, power generation, railways and wind turbine industries.

Revenue Segmentation by Product/Service Offering:

Product/ Service Offering: crankshafts, front axle beams, steering knuckles, differential cases, transmission parts, pinion shafts, suspension products and valve bodies.

Particulars	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Consolidated		Consolidated		Standalone	
	Amount (₹ million)	Percentage of Revenue from Sale of Products	Amount (₹ million)	Percentage of Revenue from Sale of Products	Amount (₹ million)	Percentage of Revenue from Sale of Products
Revenue from Sale of Forged Products	2,277.15	21.34%	1,935.15	24.63%	1,485.38	27.12%
Revenue from Sale of Machined Products	8,392.33	78.66%	5,920.50	75.37%	3,992.02	72.88%
Revenue from Sale of Products	10,669.49	100.00%	7,855.65	100.00%	5,477.40	100.00%

Particulars	Six months ended September 30, 2023		Six months ended September 30, 2022	
	Standalone		Consolidated	
	Amount (₹ million)	Percentage of Revenue from Sale of Products	Amount (₹ million)	Percentage of Revenue from Sale of Products
Revenue from Sale of Forged Products	967.28	15.83%	1,203.68	22.82%
Revenue from Sale of Machined Products	5,144.31	84.17%	4,069.98	77.18%
Revenue from Sale of Products	6,111.59	100.00%	5,273.66	100.00%

Geographies Served: Brazil, Italy, Japan, Spain, Sweden, Thailand, Turkey, the United Kingdom and the United States of America. Revenue segmentation by geographies:

The tables below set forth details of the countries where we exported our products and revenues generated for the years/ periods indicated:

(Amount in INR Million)

Country	Fiscal 2023		Fiscal 2022		Fiscal 2021	
	Consolidated		Consolidated		Standalone	
	Amount (₹ million)	Percentage of Revenue from Contract with Customers Outside India	Amount (₹ million)	Percentage of Revenue from Contract with Customers Outside India	Amount (₹ million)	Percentage of Revenue from Contract with Customers Outside India
Brazil	128.86	9.31%	59.21	6.82%	17.49	3.64%
Italy	262.48	18.97%	203.12	23.40%	103.53	21.52%
Spain	218.38	15.78%	113.29	13.05%	0.02	0.00%
Sweden	346.03	25.01%	224.28	25.83%	154.68	32.15%
Turkey	275.00	19.88%	259.59	29.90%	85.76	17.83%
Japan	-	-	0.28	0.03%	2.34	0.49%
United States of America	86.26	6.23%	5.64	0.65%	117.23	24.37%
United Kingdom	66.50	4.81%	-	-	-	-
Thailand	-	-	2.74	0.32%	-	-
Revenue from Contract with Customers Outside India	1,383.51	100.00%	868.14	100.00%	481.05	100.00%

Country	Six months ended September 30, 2023		Six months ended September 30, 2022	
	Standalone		Consolidated	
	Amount (₹ million)	Percentage of Revenue from Contract with Customers Outside India	Amount (₹ million)	Percentage of Revenue from Contract with Customers Outside India
Brazil	38.65	3.02%	78.85	12.57%
Italy	208.79	16.33%	117.88	18.80%
Spain	155.56	12.16%	114.54	18.26%
Sweden	173.65	13.58%	176.62	28.16%
Turkey	137.76	10.77%	117.32	18.72%
Japan	-	-	0.01	0.00%
United States of America	30.85	2.41%	20.28	3.23%
United Kingdom	532.99	41.69%	1.62	0.26%
Germany	0.55	0.04%	-	-
Revenue from Contract with Customers Outside India	1,278.80	100.00%	627.12	100.00%

Key Performance Indicators:

Set forth below is certain financial information and certain KPIs of our Company's business.

(in ₹ millions, except percentages and ratios)

S. No.	Metric	Six months ended September 30		For the Fiscal Year		
		2023	2022	2023	2022	2021
1	Revenue from Operations (₹ million)	6,729.00	5,998.00	11,965.30	8,600.46	5,849.58
2	Growth in revenue from operations (%)	12.19%	N.A.	39.12%	47.03%	N.A.
3	Gross Margin (₹ million)	3,778.84	3,291.38	6,454.74	4,716.54	3,333.55
4	Gross Margin (%)	56.16%	54.87%	53.95%	54.84%	56.99%
5	EBITDA (₹ million)	1,952.14	1,818.62	3,409.40	2,308.87	1,587.46
6	EBITDA Margin (%)	29.01%	30.32%	28.49%	26.85%	27.14%
7	Profit after tax (₹ million)	1,192.99	1,163.97	2,087.01	1,422.89	864.48
8	Profit After Tax Margin (%)	17.73%	19.41%	17.44%	16.54%	14.78%
9	Return on Equity ("RoE") (%) ^f	10.81%	12.87%	21.12%	18.07%	13.40%
10	Return on Capital Employed ("RoCE") (%) ^f	12.21%	13.69%	24.24%	19.38%	16.13%
11	Debt/Total Net Worth (in times)	0.23	0.29	0.22	0.31	0.24
12	Cash Conversion Cycle (days)	174	169	167	187	N.A.
13	Gross fixed assets turnover ratio (in times)	0.74	0.90	1.40	1.47	1.16
14	Revenue from sale of products and services split between domestic and exports					
	Revenue from Sale of products and services (domestic) (in ₹ million)	4,883.55	4,655.93	9,351.64	7,068.89	5,005.60
	Revenue from Sale of products and services (exports) (in ₹ million)	1,278.80	627.12	1,383.51	868.14	481.05
	Revenue from Sale of products and services (domestic) (%)	79.25%	88.13%	87.11%	89.06%	91.23%
	Revenue from Sale of products and services (exports) (%)	20.75%	11.87%	12.89%	10.94%	8.77%
15	Total Sales Volume (MT)	27,530.06	25,289.65	73,593.49	62,651.15	50,067.89
16	Revenue from sale of products split between forged and machined components					
	Revenue from Sale of Forged Products (in ₹ million)	967.28	1,203.68	2,277.15	1,935.15	1,485.38
	Revenue from Sale of Machined components (in ₹ million)	5,144.31	4,069.98	8,392.33	5,920.50	3,992.02
	Revenue from Sale of Forged Products (%)	15.83%	22.82%	21.34%	24.63%	27.12%
	Revenue from Sale of Machined components (%)	84.17%	77.18%	78.66%	75.37%	72.88%
17	Revenue from Sale of products (split by End-use Industry)					
	Heavy Commercial Vehicles (in ₹ million)	2,468.14	2,201.26	4,656.76	3,355.58	2,054.10
	Farm Equipment (in ₹ million)	2,035.73	2,113.10	3,925.19	3,179.74	2,402.91
	Off Highway Construction Vehicles (in ₹ million)	770.51	798.97	1,692.55	1,162.71	910.39
	Industrial applications (in ₹ million)	837.21	160.33	394.99	157.62	110.00
	Revenue from Sale of products (split by End-use Industry)					
	Heavy Commercial Vehicles (%)	40.38%	41.74%	43.65%	42.72%	37.50%
	Farm Equipment (%)	33.31%	40.07%	36.79%	40.48%	43.87%
	Off Highway Construction Vehicles (%)	12.61%	15.15%	15.86%	14.80%	16.62%
	Industrial applications (%)	13.70%	3.04%	3.70%	2.01%	2.01%

^fRevenue from sale of crankshafts for our Company amounts to ₹4,831.74 million; ₹3,274.23 million, ₹2,576.49 million, ₹2,937.27 million and ₹2,316.48 million during the financial year ending March 31, 2023, March 31, 2022, March 31, 2021, six months ended September 30, 2023 and six months ended September 30, 2022 respectively. ^gNot Annualized for six months ended September 30, 2023 and six months ended September 30, 2022. N.A. for the company refers to 'Not Available' as the restated consolidated financial information for the year ended March 2020 and six months ended September 2021, is not available. Notes: 1. Revenue from Operations means the revenue from operations for the period / year. 2. Growth in revenue from operations (%) is calculated as a percentage of Revenue from Operations of the relevant period / year minus Revenue from Operations of the preceding period / year, divided by Revenue from Operations of the preceding period / year. 3. Gross profit is calculated as revenue from operations minus cost of raw materials and components consumed minus (increase)/decrease in inventories of finished goods, work-in-progress and scrap. 4. Gross Margin is calculated as Gross Profit divided by revenue from operations. 5. EBITDA is calculated as profit for the period / year minus other income and share of net profit of joint venture plus finance costs, depreciation and amortisation, total income tax expenses. 6. EBITDA Margin is calculated as EBITDA divided by Revenue from operations. 7. Restated profit for the period / year. 8. PAT Margin is calculated as restated profit for the period / year divided by Revenue from operations. 9. Return on Equity is calculated as restated profit for the period / year divided by total equity. The said ratio has not been annualized for the six months ended September 30, 2023 and 2022 and is based on six months financials. 10. Return on Capital Employed is calculated as EBIT divided by Capital Employed. Capital employed is calculated as total equity plus total borrowings while EBIT is calculated as restated profit for the period / year plus total income tax expense plus finance costs. The said ratio has not been annualized for the six months ended September 30, 2023 and 2022 and is based on six months financials. 11. Debt/ Total Net worth is calculated as total debt (including current and non-current borrowings) divided by total equity. 12. (i) For Fiscal 2023, 2022 and 2021, cash conversion cycle is calculated as Inventory days plus Trade receivable days minus Trade payable days. a. Inventory days is calculated as Average Inventory divided by Cost of Goods Sold ("COGS") multiplied by 365 days. b. Trade receivable days is calculated as Average Trade receivables divided by revenue from operations multiplied by 365 days. c. Trade payable days is calculated as Trade payable divided by COGS multiplied by 183 days. (ii) For the six months ended September 30, 2023 and 2022, cash conversion cycle is calculated as Inventory days plus Trade receivable days minus Trade payable days. a. Inventory days is calculated as Average Inventory divided by Cost of Goods Sold ("COGS") multiplied by 183 days. b. Trade receivable days is calculated as Average Trade receivables divided by total revenue from sale of products and services. Percentage of revenue (%) from exports is calculated as revenue from sale of products and services divided by total revenue from sale of products and services. 13. Gross Fixed Assets Turnover Ratio is calculated as revenue from operations for the period / year divided by cost of property, plant and equipment. The figures are on an unannualized basis for the six months ended September 30, 2023 and 2022. 14. Revenue from sale of products and services split between domestic and exports. Percentage of revenue (%) from domestic is calculated as revenue from domestic sale of products and services divided by total revenue from sale of products and services. Percentage of revenue (%) from exports is calculated as revenue from exports sale of products and services divided by total revenue from sale of products and services. 15. Total Sales Volume is the volume of products sold during the period / year, in terms of metric tonnes (MT), including scrap. 16. Revenue from sale of products split between forged and machined components. Percentage of revenue (%) from forged products is calculated as revenue from sale of forged products divided by total revenue from sale of products. Percentage of revenue (%) from machined products is calculated as revenue from sale of machined products divided by total revenue from sale of products. 17. Revenue from sale of products split among key focus end-use industry of Heavy Commercial Vehicles, Farm Equipment, Off Highway Construction Vehicles and Industrial applications. Percentage of revenue (%) from a particular end use industry has been calculated as a revenue from sale of products from that particular end use industry (Heavy Commercial Vehicles, Farm Equipment, Off Highway Construction Vehicles and Industrial applications) divided by the total revenue from sale of products.

Industries served: Commercial vehicles, farm equipment, off-highway vehicles and industrial equipment and machinery for oil and gas, power generation, railways and wind turbine industries. For further details, please see "Our Business" on page 219 of the RHP.


Revenue Segmentation by Industries Served:

End-use Industry	Fiscal 2023 Consolidated		Fiscal 2022 Consolidated		Fiscal 2021 Standalone	
	Amount (₹ million)	Percentage of Revenue from Sale of Products	Amount (₹ million)	Percentage of Revenue from Sale of Products	Amount (₹ million)	Percentage of Revenue from Sale of Products
Commercial Vehicles	4,656.76	43.65%	3,355.58	42.72%	2,054.10	37.50%
Farm Equipment	3,925.19	36.79%	3,179.74	40.48%	2,402.91	43.87%
Off-Highway Vehicles	1,692.55	15.86%	1,162.71	14.80%	910.39	16.62%
Industrial ^g	394.99	3.70%	157.62	2.01%	110.00	2.01%
Revenue from the Sale of Products	10,669.49	100.00%	7,855.65	100.00%	5,477.40	100.00%

^gSale of products to manufacturers of industrial equipment and machinery for oil and gas, power generation, railways and wind turbine industries.

End-use Industry	Six months ended September 30, 2023 Standalone		Six months ended September 30, 2022 Consolidated	
	Amount (₹ million)	Percentage of Revenue from Sale of Products	Amount (₹ million)	Percentage of Revenue from Sale of Products
Commercial Vehicles	2,468.14	40.38%	2,201.26	41.74%
Farm Equipment	2,035.73	33.31%	2,113.10	40.07%
Off-Highway Vehicles	770.51	12.61%	798.97	15.15%
Industrial ^g	837.21	13.70%	160.33	3.04%
Revenue from the Sale of Products	6,111.59	100.00%	5,273.66	100.00%

^gSale of products to manufacturers of industrial equipment and machinery for oil and gas, power generation, railways and wind turbine industries.

Intellectual property, if any: As of the date of the Red Herring Prospectus, we have five registered trademarks under the Trademarks Act under various classes such as classes 7, 12 and 35. We have filed seven applications with the Registrar of Trademarks to register certain others trademarks including our new corporate logo .

For further details, see "Our Business - Intellectual Property" and "Government and Other Approvals - Intellectual Property Rights" on page 262 and page 441 of the RHP, respectively.

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Market share: We are a supplier to each of the top five Indian OEMs, by market share, in the medium and heavy commercial vehicle industry and four of the top five Indian OEMs in the farm equipment industry by market share, in Fiscal 2023 (Source: Ricardo Report).

Manufacturing Facility, if any:

Manufacturing Facility	Address	Area (Square Feet)
Kanganwal Facility I	Opposite Hindustan Tyres (Adjoining Waryam Steels), Kanganwal Road, P.O. Jugiana- Ludhiana- 141120, Punjab	439,128.00
Kanganwal Facility II	B-XXIX 2254/1, Kanganwal Road, P. O. Jugiana, Ludhiana – 141 120, Punjab	184,765.50
Dugri Facility	H.B No.220, Post Office- Rajgarh, Village- Dugri, Ludhiana - 141421, Punjab	1,771,208.46

Employee strength: As of September 30, 2023, of the total 3,070 employees, 1,432 were skilled labourers, 1,167 were unskilled labourers and 471 were employees other than skilled and unskilled labourers, involved in various manufacturing operations.

For details, see “Our Business- Human Resources” on page 260 of the RHP.

BOARD OF DIRECTORS

Sr. No	Name	Designation	Experience and Educational Qualification	Other Directorships
1.	Paritosh Kumar	Chairman and Managing Director	He holds a bachelor’s degree in arts from S.C. Dhawan Government (Evening) College, Ludhiana, Panjab University. He has been associated with our Company since incorporation and accordingly has over 44 years of experience in the industrial sector. He was awarded with the ‘LMA-Vardhman Award for entrepreneur of the year-2018’ by the Ludhiana Management Association. He is involved in the strategic decision making of our Company, oversees our Company’s business activities and is involved in setting up the governance standards of our Company.	<i>Indian Companies:</i> 1. Ayush Capital & Financial Services Private Limited <i>Foreign Companies:</i> Nil
2.	Ashish Garg	Managing Director	He holds a bachelor’s degree in science (accounting and finance), and a master’s degree in science (manufacturing systems engineering) from the University of Warwick, United Kingdom. He has approximately 17 years of experience in the industrial sector. He currently manages our Company’s business operations, financial performance, growth strategies and investments in different capacities and product developments.	<i>Indian Companies:</i> 1. Ayush Capital & Financial Services Private Limited <i>Foreign Companies:</i> Nil
3.	Megha Garg	Whole-time Director	She holds a bachelor’s degree in science (economics) from the University of Nottingham, United Kingdom. She has approximately eight years of experience in the industrial sector. She currently handles the online digital marketing of our Company to engage prospects and capture leads.	<i>Indian Companies:</i> Nil <i>Foreign Companies:</i> Nil
4.	Narinder Singh Juneja^A	Chief Executive Officer and Whole-time Director	He holds a post diploma course in mechanical engineering (machine tools operation and maintenance) from Y.M.C.A. Institute of Engineering, State Board of Technical Education, Haryana. He has over 35 years of experience in the industrial sector. Prior to joining our Company, he served as the assistant engineer with Krishna Forgings.	<i>Indian Companies:</i> Nil <i>Foreign Companies:</i> Nil
5.	Prakash Bagla	Nominee Director (nominee of MO Alternates)	He holds a bachelor’s degree in commerce from Calcutta University and is an associate member of the Institute of Chartered Accountants of India. He has 18 years of experience in the finance and private equity sector. He joined MO Alternates in 2007 and is responsible for deal sourcing, investing, monitoring and managing exits. He focuses on businesses in the industrials and niche manufacturing sectors, and represents India Business Excellence Fund-III, on the Board of our Company.	<i>Indian Companies:</i> 1. Glass Wall Systems (India) Private Limited; 2. Magicrete Building Solutions Private Limited; 3. Nexion International Private Limited; 4. Nexion Surfaces Private Limited; 5. Simpolo International Private Limited; 6. Simpolo Vitrified Private Limited; and 7. VVDN Technologies Private Limited <i>Foreign Companies:</i> Nil
6.	Satish Sekhri	Independent Director	He holds a bachelor’s degree in science (mechanical engineering) from University of Delhi, and a master’s degree in business administration from Department of Commerce and Business Management, Panjab University. He has experience in the field of sales and marketing and the industrial sector. He is currently on the board of Harita Fehrer Limited, JK Files and Engineering Limited and Rico Auto Industries Limited.	<i>Indian Companies:</i> 1. Harita Fehrer Limited; 2. JK Files and Engineering Limited; and 3. Rico Auto Industries Limited <i>Foreign Companies:</i> Nil
7.	Vikas Giya	Independent Director	He holds a bachelor’s degree in commerce from G.G.N. Khalsa College, Punjab University. He is a fellow member of the Institute of Chartered Accountants of India. He has over 17 years of experience in the finance sector. He is serving as a full time partner in Anup Kumar Jain and Co., Chartered Accountants since December 15, 2005.	<i>Indian Companies:</i> Viksun Consultants Private Limited <i>Foreign Companies:</i> Nil
8.	Ravindra Pisharody	Independent Director	He holds a bachelor’s degree in technology (electronics and electrical communication engineering) from Indian Institute of Technology, Kharagpur, a post graduate diploma in management from Indian Institute of Management, Calcutta, and a post graduate program in executive coaching from Coaching Foundation India Limited. He has over 18 years of experience in marketing. Prior to joining our Company, he served as an executive director on the board of Tata Motors Limited, and as a marketing director with BP India Private Limited.	<i>Indian Companies:</i> 1. Bonfiglioli Drive Solutions Private Limited; 2. Bonfiglioli Transmissions Private Limited; 3. Kinara Capital Private Limited; 4. Muthoot Finance Limited; 5. Savita Greentech Limited; and 6. Savita Oil Technologies Limited <i>Foreign Companies:</i> Nil
9.	Rajeswari Karthigeyan	Independent Director	She holds a bachelor’s degree in commerce from Faculty of Commerce, University of Madras, a diploma in systems management from the Academic Council of the National Institute of Information Technology, and an independent directors certificate program (a part time certificate programme) from the Indian Institute of Management, Bangalore. She has over 30 years of experience in the credit ratings sector. Prior to joining our Company, she served as an associate director of CRISIL Ratings Limited.	<i>Indian Companies:</i> Craftsman Automation Limited <i>Foreign Companies:</i> Nil
10.	Atul Behari Lall	Independent Director	He holds a master’s degree in management studies from the Birla Institute of Technology and Science, Pilani. He has more than 29 years of experience in the electronics manufacturing services industry. He has served as a member of the Technical Evaluation Committee for Electronic Manufacturing Services (EMS) under M-SIPS constituted by the DeitY and served as a representative of ELCINA on the Committee for Reliability of Electronic and Electrical Components and Equipment (LITD. 02) of the Bureau of Indian Standards.	<i>Indian Companies:</i> 1. Califonix Tech and Manufacturing Private Limited; 2. Dixon Electro Appliances Private Limited; 3. Dixon Electro Manufacturing Private Limited; 4. Dixon Infotech Private Limited; 5. Dixon Technologies (India) Limited; 6. Dixon Technologies Solutions Private Limited; 7. Padget Electronics Private Limited; and 8. Rexam Dixon Electronics Private Limited <i>Foreign Companies:</i> Nil

^ARe-appointed as the Chief Executive Officer and Whole-time Director pursuant to the resolution passed by our Board on July 31, 2023 and our Shareholders on July 31, 2023. For further details in relation to our Board of Directors, see section titled “Our Management” on page 274 of the RHP.

OBJECTS OF THE OFFER

The Offer comprises a fresh issue of Equity Shares aggregating up to ₹4,000 million by our Company and an offer for sale of up to 7,159,920 Equity Shares by the Selling Shareholders. For further details, please refer to the section titled “Objects of the Offer” on page 116 of the RHP.

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

1. Purchase of equipment, plant and machinery;
2. Prepayment of all or a portion of certain outstanding borrowings availed by our Company; and
3. General corporate purposes. (Collectively, referred to herein as the “Objects”)

Net Proceeds

The Net Proceeds are currently expected to be deployed in accordance with the estimated schedule set forth below:

(₹ in million)

Particulars	Total estimated cost	Amount deployed as on December 9, 2023	Amount which will be financed from Net Proceeds	Estimated deployment of Net Proceeds in	
				Fiscal 2024	Fiscal 2025
Purchase of equipment, plant and machinery	1,870.34	132.53	1,711.26*	684.50	1,026.76
Prepayment of all or a portion of certain outstanding borrowings availed by our Company	1,527.60	N.A.	1,527.60	1,527.60	Nil
General corporate purposes ^(v)	•	N.A.	•	•	•
Net Proceeds^(v)	•	•	•	•	•

*This does not include certain portions of the cost, amounting to ₹26.55 million which will be borne by our Company through internal accruals. For more details, see “– Details of the Objects – Purchase of equipment, plant and machinery” on page 118 of the RHP. To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Means of Finance: The entire fund requirements for our Objects are proposed to be funded from the Net Proceeds and internal accruals. Accordingly, we confirm that there are no requirements to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, in addition to the Net Proceeds, under Regulation(1)(c) of the SEBI ICDR Regulations and Paragraph 9(C)(1) of Part A of Schedule VI of the SEBI ICDR Regulations.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public offers / rights issues, if any, of our Company in the preceding 10 years: Not Applicable.

Terms of issuance of convertible security, if any: Not Applicable.

Name of Monitoring Agency: ICRA Limited

Shareholding Pattern as on the date of the RHP:

Category of shareholder	Pre-Offer number of Equity Shares (Number of fully paid-up Equity Shares held)	% Holding of Pre Offer Shareholding
Promoter and Promoter Group	78,970,000	88.24%
Public	10,529,000	11.76%
Total	89,499,000	100.00%

Number of Equity Shares proposed to be sold by the Selling Shareholders: Up to 7,159,920 Equity Shares

Name of Selling Shareholders	Number of Equity Shares Offered/ Amount (In ₹ Million)
Paritosh Kumar Garg (HUF)	Up to 4,922,445 equity shares of face value of ₹2 each aggregating up to ₹ • million
India Business Excellence Fund – III	Up to 2,237,475 equity shares of face value of ₹2 each aggregating up to ₹ • million

SUMMARY OF RESTATED FINANCIAL INFORMATION

The following is a summary financial information derived from the Restated Financial Information:

(₹ in million, except per share data)

Particulars	As at and for the				
	Six months ended September 30, 2023	Six months ended September 30, 2022	Fiscal ended March 31, 2023	Fiscal ended March 31, 2022	Fiscal ended March 31, 2021
	Standalone	Consolidated	Consolidated	Consolidated	Standalone
Equity Share capital	179.00	179.00	179.00	179.00	89.50
Net worth ⁽¹⁾	11,033.34	9,047.25	9,883.06	7,876.24	6,451.59
Revenue from operations	6,729.00	5,998.00	11,965.30	8,600.46	5,849.58
Restated profit for the period / year	1,192.99	1,163.97	2,087.01	1,422.89	864.48
Earnings per share (basic) ⁽²⁾⁽⁶⁾ (in ₹)	13.33	13.01	23.32	15.90	9.66
Earnings per share (diluted) ⁽³⁾⁽⁶⁾ (in ₹)	13.33	13.01	23.32	15.90	9.66
Net asset value per Equity Share ⁽⁴⁾	123.28	101.09	110.43	88.00	72.09
Total borrowings ⁽⁵⁾	2,589.74	2,623.44	2,185.16	2,403.52	1,534.70
Reserves and Surplus (in ₹)	10,854.34	8,868.25	9,704.07	7,697.24	6,362.09
Return on net worth (%)	12.87%	10.81%	21.12%	18.07%	13.40%

Notes: 1. Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation. 2. Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit for the period / year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year. 3. Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit for the period / year attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares during the year. 4. Net asset value per equity share is calculated as total equity divided by weighted average number of equity shares. 5. Total borrowings means total of non-current borrowings and current borrowing, and excludes transaction cost. 6. Basic and Diluted EPS numbers for the six months ended September 30, 2023 and September 30, 2022 have not been annualised.

For further details, see “Restated Financial Information” beginning on page 302 of the RHP and “Summary Financial Information” on page 82 of the RHP.

INTERNAL RISK FACTORS

Below mentioned risks are the top 5 risk factors as per the RHP:

1. The determination of the Price Band is based on various factors and assumptions and the Offer Price, price to earnings ratio and market capitalization to revenue multiple based on the Offer Price of our Company, may not be indicative of the market price of our Company on listing or thereafter.
2. Our business largely depends upon our top 10 customers. In Fiscal 2023, 2022, 2021 and in the six months ended September 30, 2023 and 2022, our revenue from top 10 customers was ₹8,384.81 million, ₹6,418.99 million, ₹4,634.06 million, ₹4,610.83 million, and ₹4,286.12 million, representing 70.08%, 74.64%, 79.22%, 68.52% and 71.46% of our revenue from operations, respectively. The loss of any of these customers could have a material adverse effect on our business, financial condition, results of operations and cash flows.
3. We do not have agreements having commitment on part of our customers to purchase or place orders with us. If our customers choose not to source their requirements from us, there may be a material adverse effect on our business, financial condition, cash flows and results of operations.
4. We depend on a few suppliers for the supply of steel, our primary raw material. Further, we do not have definitive supply agreements with our suppliers for the supply of steel. Interruptions in the supply of steel could adversely affect our business, financial condition, results of operations and cash flows.
5. We have incurred indebtedness and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business, results of operations, cash flows and financial condition. We also intend to utilise a portion of the Net Proceeds for prepayment of all or a portion of the borrowings availed by our Company.

SUMMARY OF OUTSTANDING LITIGATION, CLAIMS AND REGULATORY ACTION

A. A summary of outstanding litigation proceedings involving our Company, Directors and Promoters, as on the date of the Red Herring Prospectus as disclosed in terms of the SEBI ICDR Regulations is provided below:

Category of individuals / entities	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation [#]	Aggregate amount involved [#] (₹ in million)
Company						
By the Company	1	N.A.	N.A.	N.A.	Nil	16.70
Against the Company	1	24	Nil	N.A.	Nil	69.37
Directors**						
By the Directors	1	N.A.	N.A.	N.A.	Nil	16.70
Against the Directors	1	Nil	Nil	N.A.	Nil	Nil
Promoters						
By the Promoters	1	N.A.	N.A.	N.A.	Nil	16.70
Against the Promoters	1	Nil	Nil	Nil	Nil	Nil

[#] Determined in accordance with the Materiality Policy. ^{**}To the extent quantifiable. ^{**}Including Directors who are Promoters of our Company.

For further details, see “Outstanding Litigation and Other Material Developments” on page 433 of the RHP.

B. Brief details of top 5 material outstanding litigations against our Company and amount involved.

S. No.	Particulars	Litigation filed by	Current status	Amount involved
1.	State of Punjab through Assistant Director of Factories, Circle No. 1, Ludhiana (“Complainant”) filed a complaint dated April 5, 2019 (“Complaint”) against Paritosh Kumar, in his capacity as the occupier and manager of our Company (“Defendant”) in the Court of Chief Judicial Magistrate, Ludhiana (“Ludhiana Court”), in connection with the industrial accident that occurred due to the blast of an argan (CO2) gas cylinder on November 21, 2018, in the factory premises of our Kanganwal Facility I, leading to the death of one of our workers. The Complainant alleged that such argan (CO2) gas cylinder was kept idle in an open area without any support and was not stacked and stored at a proper place which resulted in the accident, thereby violating the provisions of Section 7A(2) of the Factories Act, 1948 and Rule 66D of the Punjab Factory Rules, 1952. Aggrieved by the Complaint, the Defendant filed a criminal miscellaneous petition dated February 10, 2022 (“Petition”) in the High Court of Punjab and Haryana (“High Court”) under Section 482 of the Code of Criminal Procedure, 1974 seeking to quash the Complaint on the grounds that the Complaint was beyond the jurisdiction of the Ludhiana Court as it was barred by law of limitation prescribed under Section 106 of the Factories Act, 1948. Through an order dated May 11, 2023, the High Court admitted the Petition and granted stay on any further proceedings. The matter is currently pending.	State of Punjab through Assistant Director of Factories, Circle No. 1, Ludhiana	Pending	Not quantifiable
2.	Paritosh Kumar, in his capacity as the Chairman and Managing Director of our Company (“Complainant”) filed a criminal complaint dated July 24, 2020 before the Commissioner of Police, Ludhiana against P. Sarvanan, in his capacity as the president of Saran Corporation Limited (“Respondent”) alleging inter-alia commission of cheating and dishonestly inducing delivery of property under Sections 406 and 420, respectively of the Indian Penal Code, 1860 for defrauding our Company by avoiding delivery of 4,000 ton forging press machine pursuant to payment of an advance amount aggregating to 26 million Japanese Yen (aggregating to approximately ₹16.70 million, assuming 1Yen to be equivalent to ₹0.64 as on June 4, 2019, the date of transfer of advance payment by the Company) by our Company. Thereafter, a first information report dated June 28, 2021 (“FIR”) was registered at Police Station, Sahnewal, Ludhiana. Aggrieved by the FIR, the Respondent filed a petition under Section 483 of Code of Criminal Procedure, 1974 in the High Court of Punjab and Haryana (“High Court”) seeking inter-alia to quash the FIR and to grant a stay on any further proceedings. A written statement dated May 5, 2023, has been filed by the Complainant in the High Court. The matter is currently pending.	Paritosh Kumar, in his capacity as the Chairman and Managing Director of our Company	Pending	₹16.70 million

C. Regulatory Action, if any - Disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any: Nil

D. Brief details of outstanding criminal proceedings against the Promoters: State of Punjab through Assistant Director of Factories, Circle No. 1, Ludhiana (“Complainant”) filed a complaint dated April 5, 2019 (“Complaint”) against our individual Promoter, Paritosh Kumar, in his capacity as the occupier and manager of our Company (“Defendant”) in the Court of Chief Judicial Magistrate, Ludhiana (“Ludhiana Court”), in connection with the industrial accident that occurred due to the blast of an argan (CO2) gas cylinder on November 21, 2018, in the factory premises of our Kanganwal Facility I, leading to the death of one of our workers. The Complainant alleged that such argan (CO2) gas cylinder was kept idle in an open area without any support and was not stacked and stored at a proper place which resulted in the accident, thereby violating the provisions of Section 7A(2) of the Factories Act, 1948 and Rule 66D of the Punjab Factory Rules, 1952. Aggrieved by the Complaint, the Defendant filed a criminal miscellaneous petition dated February 10, 2022 (“Petition”) in the High Court of Punjab and Haryana (“High Court”) under Section 482 of the Code of Criminal Procedure, 1974 seeking to quash the Complaint on the grounds that the Complaint was beyond the jurisdiction of the Ludhiana Court as it was barred by law of limitation prescribed under Section 106 of the Factories Act, 1948. Through an order dated May 11, 2023, the High Court admitted the Petition and granted stay on any further proceedings. The matter is currently pending. For further details of the outstanding criminal proceedings against our Promoter, see “Outstanding Litigation and Other Material Developments - Litigation involving our Promoter - Criminal Litigation” beginning on page 433 of the RHP.

For further details of the outstanding litigation proceedings, see “Outstanding Litigation and Other Material Developments” on page 433 of the RHP.

ANY OTHER IMPORTANT INFORMATION AS PER BRLMs / COMPANY - NIL

DECLARATION BY OUR COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, guidelines / regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended, and or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the disclosures and statements made in the Red Herring Prospectus are true and correct.

DECLARATION BY THE SELLING SHAREHOLDERS

We hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in the Red Herring Prospectus about or in relation to us and the Equity Shares being offered by us in the Offer, are true and correct. We assume no responsibility, for any other statements, disclosures or undertakings including, any of the statements, disclosures or undertakings made or confirmed by the Company or any other Selling Shareholder or any other person(s) in the Red Herring Prospectus.