Placement Document
Subject to Completion
Not for Circulation and Strictly Confidential
Serial Number: ____

The information in this Placement Document is not complete and may be changed. The Issue is meant only for Eligible QIBs under Chapter VI of the SEBI ICDR Regulations, on a private placement basis and is not an offer to the public or to any other class of investors to purchase the Equity Shares. This Placement Document is not an offer to sell any Equity Shares and is not soliciting an offer to subscribe to or buy the Equity Shares in any jurisdiction where such offer, sale or subscription is not permitted. It is being issued for the sole purpose of information or discussion relating to the Equity Shares that may be issued through the Placement Document.

GOODLUCK INDIA LIMITED

Goodluck India Limited (our "**Company**" or the "**Issuer**"), our company was incorporated as "Good Luck Steel Tubes Private Limited", on November 06, 1986, a Private Limited Company under the Companies Act, 1956, following a certificate of incorporation issued by the Registrar of Companies, Kanpur. In 1994, the company underwent a conversion from private to Public Limited dated September 30, 1994 following this, on July 3, 1995, our company was listed on the stock exchange through a public issue of shares. Subsequently, the name of our company was changed to Goodluck India Limited, pursuant to Shareholders Resolution dated June 10, 2016. For details of changes in our Registered and Corporate Office, see "*Organisational Structure*" and "*General Information*" on pages 188 and 266 respectively.

Registered Office: 509, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi-110001 India.
Corporate Office: II-F, 166-167, Nehru Nagar, Ambedkar Road Ghaziabad-201001, Uttar Pradesh, India.
Contact Person: Abhishek Agrawal, Company Secretary and Compliance Officer | **Telephone:** +91 9910496350/0120-4196600 | **E-mail:** cs@goodluckindia.com |
Website: www.goodluckindia.com | **CIN:** L74899DL1986PLC050910

Issue of 21,27,659 equity shares of face value ₹ 2 each of our Company (**"Equity Shares"**) at a price of ₹ 940.00 per Equity Share (the **"Issue Price"**), including a premium of ₹ 938.00 per Equity Share, aggregating to ₹ 19,999.99 lakhs (the **"Issue"**). For further details, see **"***Summary of the Issue***"** on page 43.

THIS ISSUE IS BEING UNDERTAKEN IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND SECTION 42 AND SECTION 62 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES") AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT")

OUR COMPANY HAS PREPARED THIS PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE PROPOSED ISSUE. THE ISSUE AND THE DISTRIBUTION OF THIS PLACEMENT DOCUMENT IS BEING MADE TO ELIGIBLE QIBS (AS DEFINED HEREINAFTER) IN RELIANCE UPON SECTION 42 OF THE COMPANIES ACT READ WITH RULE 14 OF THE PAS RULES, OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND CHAPTER VI OF THE SEBI ICDR REGULATIONS. THIS PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR. THE ISSUE DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR TO ANY OTHER PROSPECTIVE INVESTOR OR CLASS OR CATEGORY OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN ELIGIBLE QIBS. THIS PLACEMENT DOCUMENT SHALL BE CIRCULATED ONLY TO SUCH ELIGIBLE QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES.

YOU MAY NOT AND ARE NOT AUTHORISED TO (1) DELIVER THIS PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PLACEMENT DOCUMENT IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENTS OR UTILISE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN VIOLATION OF THE COMPANIES ACT, THE SEBI ICDR REGULATIONS OR OTHER APPLICABLE LAWS OF INDIA AND OF OTHER JURISDICTIONS.

INVESTMENTS IN EQUITY SHARES INVOLVE A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ THE SECTION "RISK FACTORS" ON PAGE 51 BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE, EACH PROSPECTIVE INVESTOR IS ADVISED TO CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES TO BE ISSUED PURSUANT TO THIS PLACEMENT DOCUMENT. THE PLACEMENT DOCUMENT AND PLACEMENT DOCUMENT (AS DEFINED HEREINAFTER). PROSPECTIVE INVESTORS SHALL CONDUCT THEIR OWN DUE DILIGENCE ON THE EQUITY SHARES AND OUR COMPANY. IF YOU DO NOT UNDERSTAND THE CONTENTS OF THIS PLACEMENT DOCUMENT, YOU SHOULD CONSULT AN AUTHORISED FINANCIAL ADVISOR AND/OR LEGAL ADVISOR.

Our Equity Shares are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**"). The closing price of the outstanding Equity Shares on BSE and NSE as on January 11, 2024 was ₹ 1,017.65 and ₹ 1,018.20 per Equity Share, respectively. In-principle approvals pursuant to Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), for listing of the Equity Shares to be issued pursuant to the Issue, have been received from BSE and NSE on January12, 2024. Our Company shall make applications to the Stock Exchanges for obtaining the final listing and trading approvals for the Equity Shares to be issued pursuant to the Issue. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed, or reports contained herein. Admission of the Equity Shares to be issued pursuant to the Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of our Company or of the Equity Shares.

A copy of the Preliminary Placement Document and this Placement Document (which includes disclosures prescribed under Form PAS-4 (as defined hereinafter) has been delivered to the Stock Exchanges. Our Company shall also make requisite filings with the RoC (as defined hereinafter), within the stipulated timeframe prescribed under the Companies Act and the PAS Rules (as defined hereinafter), as amended. This Placement Document has not been reviewed by the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the Stock Exchanges, RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs (as defined hereinafter). This Placement Document has not been and will not be filed as a prospectus with the RoC, will not be circulated or distributed to the public in India or any other jurisdiction, and the Issue will not constitute a public offer in India or any other jurisdiction.

Invitations, offers and sales of Equity Shares to be issued pursuant to the Issue shall only be made pursuant to the Preliminary Placement Document together with the Application Form, this Placement Document and the Confirmation of Allocation Note (as defined hereinafter). The Preliminary Placement Document and this Placement Document relate to an issue made to Eligible QIBs under Chapter VI of the SEBI ICDR Regulations and no offer is being made to the public or any other class of investors. For further details, see "Issue Procedure" on page 210. The distribution of the Placement Document or the disclosure of its contents, without our Company's prior consent, to any person, other than Eligible QIBs and persons retained by Eligible QIBs to advise them with respect to their purchase of Equity Shares, is unauthorised and prohibited. Each prospective investor, by accepting delivery of the Placement Document, agrees to observe the foregoing restrictions and to make no copies of the Placement Document or any documents referred to in the Placement Document.

The Equity Shares offered in the Issue 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 unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) within the United States to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act. The **Equity** Shares are transferable only in accordance with the restrictions described under the sections "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages 227 and 236, respectively. For the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in Placement Document as "QIBs".

The information on the websites of our Company, Subsidiaries, or any other website directly or indirectly linked to the websites of our Company, Subsidiaries, or the websites of the Book Running Lead Manager (as defined hereinafter) or any of its affiliates, does not constitute nor form part of this Placement Document and prospective investors should not rely on such information contained in, or available through, any such websites for their investment in this Issue.

This Placement Document is dated January 17, 2024

BOOK RUNNING LEAD MANAGER
SIXTH SENSE analytics ... beyond the obvious
KHAMBATTA SECURITIES LIMITED

TABLE OF CONTENTS

NOTICE TO INVESTORS……01
REPRESENTATIONS BY INVESTORS……05
OFFSHORE DERIVATIVE INSTRUMENTS……12
DISCLAIMER CLAUSE OF THE STOCK EXCHANGES……14
PRESENTATION OF FINANCIAL INFORMATION AND OTHER INFORMATION……15
INDUSTRY AND MARKET DATA……18
FORWARD-LOOKING STATEMENTS……20
ENFORCEMENT OF CIVIL LIABILITIES……22
EXCHANGE RATES INFORMATION……23
DEFINITIONS AND ABBREVIATIONS……25
SUMMARY OF BUSINESS……32
SUMMARY OF THE ISSUE……43
SELECTED FINANCIAL INFORMATION……45
RELATED PARTY TRANSACTIONS……50
RISK FACTORS……51
MARKET PRICE INFORMATION……75
USE OF PROCEEDS……78
CAPITALISATION STATEMENT……81
CAPITAL STRUCTURE……82
DIVIDENDS……89
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS……90
INDUSTRY OVERVIEW……116
OUR BUSINESS……168
ORGANISATIONAL STRUCTURE……188
BOARD OF DIRECTORS AND SENIOR MANAGEMENT……189
SHAREHOLDING PATTERN OF OUR COMPANY……201
ISSUE PROCEDURE……210
PLACEMENT AND LOCK UP……225
SELLING RESTRICTIONS……227
PURCHASER REPRESENTATIONS AND TRANSFER RESTRICTIONS……236
THE SECURITIES MARKET OF INDIA……239
DESCRIPTION OF THE EQUITY SHARES……243
STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS……248
LEGAL PROCEEDINGS……256
OUR STATUTORY AUDITORS……265
GENERAL INFORMATION……266
PROPOSED ALLOTTEES IN THE ISSUE……268
FINANCIAL STATEMENTS……269
DECLARATION……270
SAMPLE APPLICATION FORM……273

NOTICE TO INVESTORS

Our Company has furnished and accepts full responsibility for all the information contained in this Placement Document and confirms that to the best of its knowledge and belief, having made all reasonable enquiries. This Placement Document contains all information with respect to us, our Subsidiaries and the Equity Shares, which is material in the context of the Issue. The statements contained in this Placement Document relating to the Equity Shares are, in all material respects, true, accurate and not misleading, and the opinions and intentions expressed in this Placement Document with regard to the Equity Shares are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions and information presently available to us. There are no other facts in relation to our Group and the Equity Shares, the omission of which would, in the context of the Issue, make any statement misleading in this Placement Document in any material respect. Further, our Company has made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements. Unless otherwise stated, all information in this Placement Document is provided as of the date of this Placement Document and neither we nor the BRLM have any obligation to update such information to a later date.

The information contained in this Placement Document has been provided by our Company and from other sources identified herein. Khambatta Securities Limited (the "BRLM") have made reasonable enquiries but have not separately verified all of the information contained in this Placement Document (financial, legal or otherwise). Accordingly, neither the BRLM nor any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates make any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by the BRLM and/or any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates as to the accuracy or completeness of the information contained in the Placement Document and this Placement Document or any other information (financial, legal or otherwise) supplied in connection with the Group and the Issue of Equity Shares or their distribution. Each person receiving this Placement Document acknowledges that such person has not relied either on the BRLM or on any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of our Group and the merits and risks involved in investing in the Equity Shares issued pursuant to the Issue.

No person is authorised to give any information or to make any representation not contained in this Placement Document and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of our Company or by or on behalf of the BRLM. The delivery of this Placement Document at any time does not imply that the information contained in it is correct as of any time subsequent to its date.

The Equity Shares to be issued pursuant to the Issue have not been approved, disapproved or recommended by any regulatory authority in any jurisdiction including the United States Securities and Exchange Commission, any other federal or state authorities in the United States, the securities authorities of any non-United States jurisdiction or any other United States or non-United States regulatory authority. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Placement Document. Any representation to the contrary may be a criminal offence in the United States and certain other jurisdictions.

This Placement Document is being furnished on a confidential basis solely for the purpose of enabling prospective Eligible QIBs to consider subscribing for the particular securities described herein. The distribution of this Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs specified by the BRLM or its representatives, and those retained by Eligible QIB to advise them with respect to their purchase of the Equity Shares is unauthorised and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and not further distribute or make any copies of this Placement Document or any documents referred to in this Placement Document. Any reproduction or distribution of this Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to
observe the foregoing restrictions and make no copies of this Placement Document or any offering material in connection with the Equity Shares.

Subscribers and purchasers of the Equity Shares will be deemed to make the representations, warranties, acknowledgements and agreements set forth in *"Representations by Investors", "Selling Restrictions" and "Purchaser Representations and Transfer Restrictions"* on pages 5, 227 and 236, respectively of this Placement Document.

The distribution of this Placement Document and the issue of Equity Shares may be restricted in certain jurisdictions by applicable laws. As such, this Placement Document does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Except for India, no action has been taken by our Company and the BRLM that would permit an offering of the Equity Shares or distribution of this Placement Document in any jurisdiction where action for that purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Placement Document nor any offering material in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction, except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) within the United States to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act. The Equity Shares are transferable only in accordance with the restrictions described under the sections "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages 227 and 236, respectively.

In making an investment decision, the prospective investors must rely on their own examination of our Company, our Subsidiaries, the Equity Shares and the terms of the Issue, including the merits and risks involved. Prospective investors should not construe the contents of this Placement Document as legal, business, tax, accounting or investment advice. Prospective investors should consult their own counsel and advisors as to business, investment, legal, tax, accounting and related matters concerning the Issue. In addition, our Company or the BRLM are not making any representation to any investor, purchaser, offeree or subscriber of the Equity Shares regarding the legality of an investment in the Equity Shares by such investor, purchaser, offeree or subscriber under applicable legal, investment or similar laws or regulations. The prospective investors of the Equity Shares should conduct their own due diligence on the Equity Shares and our Company.

Each investor, purchaser, offeree or subscriber of the Equity Shares in the Issue is deemed to have acknowledged, represented and agreed that it is an Eligible QIB and is eligible to invest in India and in our Company under applicable law, including Chapter VI of the SEBI ICDR Regulations, Section 42 of the Companies Act read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act, and that it is not prohibited by SEBI or any other regulatory, statutory or judicial authority, in India or any other jurisdiction, from buying, selling or dealing in securities including the Equity Shares or otherwise accessing the capital markets in India. Each investor, purchaser, offeree or subscriber of the Equity Shares in the Issue also acknowledges that it has been afforded an opportunity to request from our Company and review information relating to our Company and the Equity Shares.

Our Company and the Book Running Lead Manager are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. This Placement Document contains summaries of certain terms of certain documents, which summaries are qualified in their entirety by the terms and conditions of such documents.

The information on our Company's website, www.goodluckindia.com, or any website directly or indirectly linked to the website of our Company or on the website of the BRLM or any of their respective associates and affiliates, does not constitute nor form part of this Placement Document. Prospective investors should not rely on any such information contained in, or available through, any such websites.

The Company commits to complying with undertakings related to the Equity Shares given to the Stock Exchanges. Without limiting the generality of the foregoing, the Company will provide the Stock Exchanges with all necessary information as required by the rules of the Stock Exchanges for the listing of the Equity Shares.

NOTICE TO INVESTORS IN CERTAIN OTHER JURISDICTIONS

This Placement Document is not an offer to sell securities and is not soliciting an offer to subscribe to or buy securities in any jurisdiction where such offer, solicitation, sale or subscription is not permitted. For information relating to investors in certain other jurisdictions, see "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages 227 and 236, respectively.

Any information about our Company available on any website of the Stock Exchanges, our Company or the BRLM, other than this Placement Document, shall not constitute a part of this Placement Document and no investment decision should be made on the basis of such information.

REPRESENTATIONS BY INVESTORS

References herein to “you” or “your” in this section are to a prospective investor in the Issue. By Bidding for and/ or subscribing to any Equity Shares under this Issue, you are deemed to have represented, warranted, acknowledged, and agreed to contents set forth in “Notice to Investors”, “Selling Restrictions” and “Purchaser Representations and Transfer Restrictions” on page 1 and 236 respectively and have represented, warranted and acknowledged to and agreed to our Company and the BRLM, as follows:

1. Your decision to subscribe to the Equity Shares offered in this Issue has been solely based on the information provided in this Placement Document concerning our Company and its Subsidiaries. No additional information outside the scope of this document has influenced your decision to subscribe to the Equity Shares;

2. You are a "Qualified Institutional Buyer" as defined in Regulation 2(1)(ss) of the SEBI (ICDR) Regulations, 2018 and are not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations. Additionally, you hold a valid and existing registration under the applicable laws and regulations of India. You hereby undertake to:

    a. acquire, hold, manage, or dispose of any Equity Shares allotted to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act, and all other applicable laws;

    b. adhere to the SEBI ICDR Regulations, the Companies Act, and all other applicable laws, including fulfilling reporting obligations and making necessary filings, if any, in connection with the Issue or any other activities related to accessing capital markets.

3. You are eligible to invest in India in accordance with applicable laws, including the FEMA Rules, and any notifications, circulars, or clarifications issued thereunder. Moreover, you have not been prohibited by SEBI, RBI, or any other regulatory or statutory authority from buying, selling, dealing in securities, or otherwise accessing capital markets in India;

4. If you are not a resident of India but are an Eligible QIB, you are considered a Foreign Portfolio Investor (FPI). By confirming your status as an Eligible FPI, you declare that you possess a valid and existing registration with SEBI under applicable laws in India and can participate in the Issue only under Schedule II of FEMA Rules. You commit to making all necessary filings with the appropriate regulatory authorities, including RBI, as required by applicable laws. Moreover, you affirm your eligibility to invest in India under applicable laws, including the FEMA Rules, and any notifications, circulars, or clarifications issued thereunder. You have not been prohibited by SEBI or any other regulatory authority from buying, selling, or dealing in securities or otherwise accessing the capital markets. Additionally, you are aware that, in accordance with the SEBI FPI Regulations, you are not permitted to acquire 10% or more of the post-Issue Equity Share capital of our Company;

5. You are aware that in terms of the SEBI FPI Regulations and the FEMA Rules, the total holding by each FPI including its investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than fifty percent or common control) shall be below 10% of the total paid-up equity share capital of our Company on a fully diluted basis and the total holdings of all FPIs put together shall not exceed the sectoral cap applicable to our Company. In terms of the FEMA Rules, for calculating the total holding of FPIs in a company, holding of all registered FPIs shall be included. Hence, Eligible FPIs may invest in such number of Equity Shares in this Issue such that (i) the individual investment of the FPI in our Company does not exceed 10% of the post-Issue paid-up Equity Share capital of our Company on a fully diluted basis and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company. In case the holding of an FPI together with its investor group increases to 10% or more of the total paid-up Equity Share capital, on a fully diluted basis, such FPI together with its investor group shall divest the excess holding within a period of five trading days from the date of settlement of the trades resulting in the breach. If however, such excess holding has not been divested within the specified period of five trading days, the entire shareholding of such FPI together with its investor group will be re-classified as FDI, subject to the conditions as specified by SEBI and the RBI in this regard and compliance by our Company and the investor with applicable reporting

requirements and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations;

6. You agree that in terms of Section 42 of the Companies Act and Rule 14 of the PAS Rules, we shall file the list of Eligible QIBs (to whom this Placement Document will be circulated) along with other particulars including your name, complete address, phone number, e-mail address, permanent account number and bank account details, including such other details as may be prescribed or otherwise required even after the closure of the Issue with the RoC and SEBI within 30 days of circulation of this Placement Document and other filings required under the Companies Act, 2013;

7. If you are Allotted Equity Shares pursuant to the Issue, you shall not, for a period of one year from the date of Allotment, sell the Equity Shares so acquired except on the Stock Exchanges. Further, additional restrictions apply if you are within the United States and certain other jurisdictions. For further details in this regard, see *"Selling Restrictions" and "Purchaser Representations and Transfer Restrictions*" on pages 227 and 236, respectively;

8. You acknowledge that this Placement Document and the Placement Document have not been and will not be registered as a prospectus with the RoC under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in force in India. Additionally, no Equity Shares will be offered, either in India or overseas, to the public or any members of the public in India, or any other class of investors, except Eligible QIBs. This Placement Document, incorporating disclosures as per Form PAS-4, has not undergone review or affirmation by the RBI, SEBI, the Stock Exchanges, the RoC, or any other regulatory or listing authority. It is exclusively intended for use by Eligible QIBs;

9. You affirm that your investment, as an entity, does not originate from a country that shares a land border with India, and neither is the beneficial owner of your investment situated in, nor a citizen of, such a country. In cases where this condition applies, investment can only be made through the Government approval route. You further confirm that your investment is in accordance with the consolidated FDI Policy, press note no. 3 (2020 Series) dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, and Rule 6 of the FEMA Rules;

10. This Placement Document has been submitted, and the Placement Document will be submitted, to the Stock Exchanges solely for record-keeping purposes. Both documents will be made available for public viewing on the websites of our Company and the Stock Exchanges;

11. You are permitted to subscribe for and acquire the Equity Shares in compliance with the laws of all pertinent jurisdictions that are applicable to you. You confirm that you have diligently adhered to such laws, possess the necessary capacity, have secured all requisite consents, whether governmental or otherwise, and obtained authorizations as may be required. Additionally, you have fulfilled and will continue to fulfil all essential formalities, enabling your participation in the Issue and the fulfilment of your obligations in connection therewith. This includes, but is not limited to, obtaining all necessary consents and authorizations to agree to the terms outlined or referred to in this Placement Document. Furthermore, you commit to honouring such obligations;

12. You are aware that our Company, the BRLM, or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents, or affiliates are not offering recommendations or advice regarding the suitability of any transactions related to the Issue. Your participation in the Issue is based on the understanding that you are not, and will not be up to the Allotment, a client of the BRLM. The BRLM or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents, or affiliates do not bear any duties or responsibilities to you for providing the protection typically afforded to their clients or customers, nor do they offer advice concerning the Issue. In no way are they acting in any fiduciary capacity towards you;

13. You confirm that either:

i. You have not participated in or attended any investor meetings or presentations by our Company or its agents (the "Company Presentations") concerning our Company or the Issue; or

ii. If you have participated in or attended any Company Presentations:

a) You understand and acknowledge that the BRLM may not be aware of the statements made by our Company or its agents during such Company Presentations. Consequently, the BRLM are unable to determine whether the information provided to you at such Company Presentations might have included any material misstatements or omissions. In this regard, you acknowledge that the BRLM have advised you not to rely in any way on any information provided to you at such Company Presentations; and

b) You confirm that you have not received any material or price-sensitive information related to our Company and the Issue that was not publicly available;

14. Your decision to subscribe to the Equity Shares offered in this Issue has been made solely on the basis of the information provided in this Placement Document and in the Placement Document, and no other information relating to our Company has influenced your decision which is not set forth in these Documents;

15. You confirm that your subscription to the Equity Shares being issued in this Issue is in accordance with applicable laws. Furthermore, by participating in this Issue, you assert that you are not in violation of any applicable law, including but not limited to the SEBI (Prohibition of Insider Trading) Regulations, 2015 SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act, 2013;

16. You comprehend that the Equity Shares issued under this Issue will be subject to the provisions outlined in the Memorandum of Association and Articles of Association of our Company. These shares will be credited as fully paid-up shares and rank *pari passu* in all respects with the existing Equity Shares, including the entitlement to receive dividends and other distributions declared;

17. All statements, other than statements of historical fact, included in this Placement Document, such as those related to our financial position, business strategy, and management's plans and objectives for future operations (including development plans and objectives related to our Company's business), constitute forward-looking statements. You are aware that such forward-looking statements involve known and unknown risks, uncertainties, and other significant factors that could lead to actual results differing materially from future results, performance, or achievements expressed or implied by such forward-looking statements. These statements are based on numerous assumptions about our present and future business strategies and the environment in which we will operate.

    It is advised not to place undue reliance on these forward-looking statements, as they speak only as of the date of this Placement Document. Neither our Company nor the BRLM, nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents, or affiliates assume any responsibility to update any of the forward-looking statements contained in this Placement Document;

18. You are aware and understand that the Equity Shares are being offered only to Eligible QIBs on a private placement basis and are not being offered to the general public or any other category of investors other than Eligible QIBs, and the Allotment of the same shall be at the discretion of our Company, in consultation with the BRLM;

19. You are aware that, in accordance with the requirements of the Companies Act, our Company will be obligated to disclose the names and percentage of post-Issue shareholding of the proposed Allottees in the Placement Document upon Allocation. However, it is understood that the disclosure of such details in relation to the proposed Allottees in the Placement Document does not guarantee Allotment to them. Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the BRLM;

20. You are cognizant that if you are allotted more than 5.00% of the Equity Shares in the Issue, our Company will be obligated to disclose your name and the number of Equity Shares allotted to you to the Stock Exchanges. Subsequently, the Stock Exchanges will make this information available on their website, and you expressly consent to such disclosures;

21. You have been provided a serially numbered copy of this Placement Document and have read it in its entirety, including, in particular, "Risk Factors" section on page 51;

22. In arriving at your investment decision, you confirm that:

    i. You have relied on your own examination of our Company, the Equity Shares, and the terms of the Issue, including the merits and risk involved.

    ii. Your assessment of our Company, the Equity Shares, and the terms of the Issue has been made and continues to be made solely based on and in reliance on the information contained in this Placement Document, without considering any other disclosure or representation by our Company or any other party.

    iii. You have consulted your own independent counsels and advisors or otherwise satisfied yourself regarding, among other things, the implications of local laws (including tax laws).

    iv. You have received all information that you believe is necessary or appropriate to make an investment decision regarding our Company and the Equity Shares.

    v. Your decision to invest in the Issue is based on your own investigation and resources;

23. You acknowledge that neither our Company, the BRLM, nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents, or affiliates have provided you with any tax advice or made representations regarding the tax consequences of purchasing, owning, and disposing of the Equity Shares, including but not limited to the Issue and the use of the proceeds from the Equity Shares;

    You agree to obtain your own independent tax advice from a reputable service provider and affirm that you will not rely on the BRLM or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents, or affiliates when evaluating the tax consequences related to the Equity Shares, including those concerning the Issue and the use of proceeds from the Equity Shares. Additionally, you waive and agree not to assert any claim against our Company, the BRLM, or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents, or affiliates in relation to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;

24. You are a sophisticated investor with the requisite knowledge and experience in financial, business, and investment matters, enabling you to evaluate the merits and risks associated with an investment in the Equity Shares. You have prior experience in investing in private placement transactions of securities of companies in a similar nature of business, at a comparable stage of development, and in similar jurisdictions. Furthermore, you and any managed accounts for which you are subscribing for the Equity Shares:

    i. Possess the capability to bear the economic risk of your investment in the Equity Shares.

    ii. Will not seek recourse from our Company, the BRLM, or any of their respective shareholders, directors, officers, employees, counsels, advisors, representatives, agents, or affiliates for any losses incurred in connection with the Issue, including losses arising from non-performance by our Company or any breach of representations and warranties.

    iii. Are prepared to sustain a complete loss on the investment in the Equity Shares.

iv. Do not have a need for liquidity concerning the investment in the Equity Shares.

v. Have no reason to anticipate any change in your or their circumstances, financial or otherwise, necessitating any sale or distribution of all or any part of the Equity Shares.

vi. Intend to subscribe to the Equity Shares in the Issue for your own investment and not with the intention to resell or distribute.

You acknowledge that an investment in Equity Shares involves a high degree of risk, rendering the Equity Shares a speculative investment;

25. If you are acquiring the Equity Shares for one or more managed accounts, you confirm and warrant that you are duly authorized in writing by each managed account to acquire the Equity Shares on its behalf. You hereby extend the representations, warranties, acknowledgments, undertakings, and agreements contained herein for and on behalf of each such managed account, with the understanding that references to "you" include these accounts;

26. You confirm that you are not a 'promoter' as defined under the Companies Act and the SEBI ICDR Regulations. Furthermore, you assert that you are not a person related to the promoters, either directly or indirectly. Your bid does not represent, either directly or indirectly, the 'promoter' or 'promoter group' as defined under the SEBI ICDR Regulations or any persons or entities related thereto;

27. You confirm that you have no rights under a shareholders' agreement or voting agreement with our promoters or members of the promoter group, nor do you possess any veto rights or the right to appoint any nominee director on our Board. This holds true unless you have acquired such rights in the capacity of a lender without holding any Equity Shares. In the case of a Qualified Institutional Buyer (QIB) who does not hold any Equity Shares and has acquired rights as a lender, they shall not be considered a person related to our promoters;

28. You acknowledge that you will not have the right to withdraw your Application Form or revise your Bid downwards after the Bid/Issue Closing Date, as defined hereinafter;

29. You confirm that you are eligible to bid for and hold the Equity Shares allotted to you, in addition to any Equity Shares held by you prior to the Issue. Furthermore, you affirm that your aggregate holding after the allotment of the Equity Shares shall not exceed the level permissible as per any applicable law;

30. You confirm that your bid will not result in triggering a tender offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as defined hereinafter. You acknowledge that you shall be solely responsible for compliance with all other applicable provisions of the SEBI Takeover Regulations;

31. You acknowledge that the aggregate number of Equity Shares allotted to you under the Issue, along with other allottees belonging to the same group or under common control as you, pursuant to the Allotment under the Issue, shall not exceed 50.00% of the Issue Size. For the purposes of this representation:

i. "Eligible QIBs belonging to the same group" shall mean entities where

a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15.00% of the voting rights in the other;
b) any of them, directly or indirectly, by itself or in combination with other persons, exercises control over the others; or
c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIB, its subsidiary or holding company, and any other Eligible QIB; and

ii. 'Control' shall have the same meaning as assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;

32. You confirm that you shall not undertake any trade in the Equity Shares credited to your beneficiary account until such time that the final listing and trading approvals for such Equity Shares are issued by the Stock Exchanges;

33. You are aware that

    i. applications for ‘in-principle’ approval, in terms of Regulation 28(1)(a) of the SEBI Listing Regulations, for listing and admission of the Equity Shares to be issued pursuant to the Issue and for trading on the Stock Exchanges, were made and an ‘in-principle’ approval has been received by our Company from each of the Stock Exchanges, and

    ii. the application for the final listing and trading approval will be made only after Allotment. There can be no assurance that the final listing and trading approvals for listing of the Equity Shares to be issued pursuant to this Issue will be obtained in time or at all. Neither our Company nor the BRLM nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents, or affiliates shall be responsible for any delay or non-receipt of such final listing and trading approvals or any loss arising from such delay or non-receipt;

34. You are aware and understand that the BRLM have engaged in a Placement Agreement with our Company. Within the framework of this agreement, the BRLM, subject to the fulfilment of specified conditions set out therein, have undertaken, severally and not jointly, to exert reasonable efforts to procure subscriptions for the Equity Shares in accordance with the terms and conditions stipulated in the agreement;

35. You acknowledge that the content of this Placement Document is the sole responsibility of our Company. You further understand and agree that neither the BRLM nor any individual acting on their behalf, including counsels or advisors to the Issue, shall bear any liability for the information, representations, or statements contained in this Placement Document or any previously published information by or on behalf of our Company. Additionally, they will not be held liable for your decision to participate in the Issue based on any such information. By participating in the Issue, you confirm that you have relied exclusively on the information presented in this Placement Document, considering it sufficient for making an informed investment decision regarding the Equity Shares. Furthermore, you affirm that you have not received or relied upon any other information, representation, warranty, or statement made by or on behalf of the BRLM, our Company, or any other party. The BRLM, our Company, and their respective affiliates, including any views, statements, opinions, or representations expressed in research published or distributed by them, shall not be held liable for your decision to participate in the Issue based on any information other than that contained in this Placement Document;

36. You acknowledge that the BRLM, their respective shareholders, directors, officers, employees, counsels, representatives, agents, or affiliates have no obligation to purchase or acquire any portion of the Equity Shares that you have acquired in the Issue. Furthermore, they are not obligated to support any losses, whether directly or indirectly incurred by you, for any reason related to the Issue. This includes losses arising from the non-performance of our Company or any breach of representations or warranties by our Company, whether to you or any other party;

37. You confirm that you have the capacity to purchase the Equity Shares in compliance with the restrictions outlined in the "*Selling Restrictions*" section on 227. Additionally, you have made or are deemed to have made the necessary representations, warranties, acknowledgments, undertakings, and agreements as specified in the "*Selling Restrictions*" on 227;

38. You acknowledge and agree that the transfer of Equity Shares is subject to the restrictions outlined in the "Purchaser Representations and Transfer Restrictions" on 236. Furthermore, you confirm that you have made, or are deemed to have made, as applicable, the necessary representations, warranties, acknowledgments, undertakings, and agreements as specified in the "Purchaser Representations and Transfer Restrictions" on 236;

39. You confirm that you are located outside the United States and that your subscription for the Equity Shares is part of an "offshore transaction" as defined in and in compliance with the Regulation S. Additionally, you affirm that you are not an affiliate of our Company or the BRLM, nor are you acting on behalf of such an affiliate;

40. You acknowledge and confirm that your acquisition or subscription for the Equity Shares is not a result of any "general solicitation" or "general advertising" as defined in Regulation D under the Securities Act, or "directed selling efforts" as defined in Regulation S. Furthermore, you understand and agree that offers and sales are being made in reliance on an exemption to the registration requirements of the U.S. Securities Act;

41. You agree that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the court(s) in NCT of Delhi, India shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with this Placement Document and the Placement Document;

42. You confirm that each of the representations, warranties, acknowledgements, and agreements set out above shall continue to be true and accurate at all times up to and including the Allotment, listing, and trading of the Equity Shares in the Issue;

43. You agree to indemnify and hold our Company, the BRLM, and their respective directors, officers, employees, affiliates, associates, controlling persons, and representatives harmless from any and all costs, claims, liabilities, and expenses (including legal fees and expenses) arising out of or in connection with any breach of the foregoing representations, warranties, acknowledgements, agreements, and undertakings made by you in this Placement Document. You acknowledge and agree that this indemnity provision shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts.

44. You will make the payment for subscription to the Equity Shares pursuant to this Issue from your own bank account. In case of joint holders, the monies shall be paid from the bank account of the person whose name appears first in the application;

45. You acknowledge that this Placement Document does not, and the Placement Document shall not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Issue in favour of any person;

46. You are aware and understand that you are allowed to place a Bid for Equity Shares. Please note that submitting a Bid for Equity Shares should not be taken to be indicative of the number of Equity Shares that will be Allotted to a successful Bidder. Allotment of Equity Shares will be undertaken by our Company, in its absolute discretion, in consultation with the BRLM;

47. You represent that you are not an affiliate of our Company or the BRLM or a person acting on behalf of such affiliate. However, affiliates of the BRLM, which are Eligible FPIs, may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue Offshore Derivative Instruments in respect thereof. For further details, please see "*Offshore Derivative Instruments*" on page 12;

48. Our Company, the BRLM, their respective affiliates, directors, counsels, officers, employees, shareholders, representatives, agents, controlling persons and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, and are irrevocable. It is agreed that if any of such representations, warranties, acknowledgements and undertakings are no longer accurate, you will promptly notify our Company and the BRLM; and

49. You will make all necessary filings with appropriate regulatory authorities, including the RBI, as required pursuant to applicable laws.

OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an Eligible FPI including the affiliates of the BRLM, who are registered as Category I FPIs may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying, and all such offshore derivative instruments are referred to herein as "Offshore Derivative Instruments"), and persons who are eligible for registration as Category I FPIs can subscribe to or deal in such Offshore Derivative Instruments provided that in the case of an entity that has an investment manager who is from the Financial Action Task Force member country, such investment manager shall not be required to be registered as a Category I FPI. The above-mentioned Category I FPI may receive compensation from the purchasers of such instruments. In terms of Regulation 21 of SEBI FPI Regulations, Offshore Derivative Instruments may be issued only by such persons who are registered as Category-I FPIs and they may be issued only to persons eligible for registration as Category I FPIs subject to exceptions provided in the SEBI FPI Regulations and compliance with 'know your client' requirements, as specified by SEBI and subject to payment of applicable regulatory fee and in compliance with such other conditions as may be specified by SEBI. An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as Category I FPIs and such instrument is being transferred only to person eligible for registration as Category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. Offshore Derivative Instruments have not been and are not being offered or sold pursuant to this Placement Document and the Placement Document. This Placement Document does not contain any information concerning Offshore Derivative Instruments or the issuer(s) of any Offshore Derivative Instruments, including, without limitation, any information regarding any risk factors relating thereto.

Subject to certain relaxations provided under Regulation 22(4) of the SEBI FPI Regulations, investment by a single FPI including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50.00% or common control,) is not permitted to be 10.00% or above of our post-Issue Equity Share capital on a fully diluted basis. The SEBI has, vide a circular dated November 5, 2019, issued the operational guidelines for FPIs, designated depository participants and eligible foreign investors (the "FPI Operational Guidelines"), to facilitate implementation of the SEBI FPI Regulations. In terms of such FPI Operational Guidelines, the above-mentioned restrictions shall also apply to subscribers of Offshore Derivative Instruments and two or more subscribers of Offshore Derivative Instruments having common ownership, directly or indirectly, of more than 50.00% or common control shall be considered together as a single subscriber of the Offshore Derivative Instruments. Further, in the event a prospective investor has investments as an FPI and as a subscriber of Offshore Derivative Instruments, these investment restrictions shall apply on the aggregate of the FPI investments and Offshore Derivative Instruments position held in the underlying company.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, read with the FDI Policy, issued by the Department for Promotion of Industry and Internal Trade, Government of India, investments where the entity is of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the FDI Policy and FEMA Rules. These investment restrictions shall also apply to subscribers of Offshore Derivative Instruments.

Affiliates of the BRLM which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue Offshore Derivative Instruments in respect thereof. Any Offshore Derivative Instruments that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of any Offshore Derivative Instruments, or in the establishment of the terms of any Offshore Derivative Instruments, or in the preparation of any disclosure related to any Offshore Derivative Instruments. Any Offshore Derivative Instruments that may be offered are issued by, and are the sole obligations of, third parties that are unrelated to our Company. Our Company and the BRLM do not make any recommendation as to any investment in Offshore Derivative Instruments and do not accept any responsibility whatsoever in connection with any Offshore Derivative Instruments. Any Offshore Derivative Instruments that may be issued are not securities of the BRLM and do not constitute any obligations of or claims on the BRLM.

Prospective investors interested in purchasing any Offshore Derivative Instruments have the responsibility to obtain adequate disclosures as to the issuer(s) of such Offshore Derivative Instruments and the terms and conditions of any such Offshore Derivative Instruments from the issuer(s) of such Offshore Derivative Instruments. Neither SEBI nor any other regulatory authority has reviewed or approved any Offshore Derivative Instruments, or any disclosure related thereto. Prospective investors are urged to consult their own financial, legal, accounting and tax advisors regarding any contemplated investment in Offshore Derivative Instruments, including whether Offshore Derivative Instruments are issued in compliance with applicable laws and regulations.

DISCLAIMER CLAUSE OF THE STOCK EXCHANGES

As required, a copy of this Placement Document has been submitted to each of the Stock Exchanges.

The Stock Exchanges do not in any manner:

(1) warrant, certify or endorse the correctness or completeness of the contents of this Placement Document; or

(2) warrant that the Equity Shares to be issued pursuant to the Issue will be listed or will continue to be listed on the Stock Exchanges; or

(3) take any responsibility for the financial or other soundness of our Company, our Promoters, our management or any scheme or project of our Company.

It should not, for any reason be deemed or construed to mean that this Placement Document has been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquire any Equity Shares may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges 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.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain conventions

In this Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to “you”, “your”, “bidders”, “investors”, “offeree”, “potential investor”, “prospective investors”, “purchaser”, “subscriber”, and “recipient” are to the Eligible QIBs who are the prospective investors in the Equity Shares issued pursuant to this Issue, references to “our Company”, the “Company”, or the “Issuer” are to Goodluck India Limited on a standalone basis and references to “our”, “us”, “we”, or “Group” are to our Company together with its Subsidiaries, on a consolidated basis.

Currency and units of presentation

In this Placement Document, references to ‘US$’, ‘USD’ and ‘U.S. dollars’ are to the legal currency of the United States of America, references to ‘₹’, ‘INR’, ‘Rs.’, ‘Indian Rupees’ and ‘Rupees’ are to the legal currency of Republic of India. All references herein to the ‘US’ or ‘U.S.’ or the ‘United States’ are to the United States of America and its territories and possessions. All references herein to “India” are to the Republic of India and its territories and possessions and all references herein to the ‘Government’ or ‘GoI’ or the ‘Central Government’ or the ‘State Government’ are to the Government of India, central or state, as applicable.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable.

Figures in this Placement Document have been presented in lakhs or in whole numbers where the numbers have been too small to present in lakhs unless stated otherwise. Further, certain figures in the “Industry Overview” section of this Placement Document have been presented in millions and billions. Our Audited Consolidated Financial Statements for Fiscals 2023, 2022 and 2021 and Unaudited Interim Condensed Consolidated Financial Statements as at and for the six months period ended September 30, 2023 and September 30, 2022, are prepared in lakhs and have been presented in this Placement Document in lakhs for presentation purposes.

In this Placement Document, references to “lakh(s)” represent “100,000”, “million” represents “10 lakhs” or “10,00,000”, “crore(s)” represents “1,00,00,000” or “10 million” or “100 lakhs”, and “billion” represents “1,00,00,00,000” or “1,000 million” or “100 crore”.

Unless otherwise specified, all financial numbers in parentheses represent negative figures.

Page numbers

Unless otherwise stated, all references to page numbers in this Placement Document are to page numbers of this Placement Document.

Financial data and other information

The financial year of our Company commences on April 1 of each calendar year and ends on March 31 of the following calendar year, and, unless otherwise specified or if the context requires, the terms “Fiscal(s)”, “Financial Year” or “Fiscal Year”, refer to the 12-month period ending March 31 of that particular year. Unless stated otherwise or unless context requires otherwise, the financial data in this Placement Document is derived from the Audited Consolidated Financial Statements and the Unaudited Interim Condensed Consolidated Financial Statements.

Our Company has published its Audited Consolidated Financial Statements for the Fiscal 2023, Fiscal 2022 and Fiscal 2021 and Unaudited Interim Condensed Consolidated Financial Statements for the six months period ended September 30, 2023 and September 30, 2022 in Indian Rupees in lakh and have been presented in this Placement Document. As required under applicable regulations, and for the convenience of prospective investors, we have included the following in this Placement Document:

- audited consolidated financial statements of our Company and its subsidiaries as at and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, prepared in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (“Ind AS”) specified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (collectively, the “Audited Consolidated Financial Statements”);

- Unaudited Interim Condensed Consolidated Financial Statements for our Company, its subsidiaries and joint venture for the six month period ended September 30, 2023 and September 30, 2022, prepared in accordance with the principles laid down in Ind AS 34, "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India (the "Unaudited Interim Condensed Consolidated Financial Statements").

Our Statutory Auditors, M/s Vipin Kumar & Co., have audited our Audited Consolidated Financial Statements as at and for each of the years ended March 31, 2023, March 31, 2022 and March 31, 2021 and have issued audit reports dated May 15, 2023, May 26, 2022 and June 30, 2021, respectively, on such financial statements.

The Audited Consolidated Financial Statements and the Unaudited Interim Condensed Consolidated Financial Statements should be read along with the respective audit reports or review reports, as applicable.

In accordance with the SEBI Listing Regulations, our Company is required to publish its quarterly financial results on a consolidated basis subject to limited review by our Statutory Auditors, within 45 days from the completion of the relevant quarter. In light of this, our Company has prepared separate statement of unaudited consolidated financial results for the quarter and half year ended September 30, 2023, on which our Statutory Auditors issued a separate auditor's review report dated October 28, 2023. These unaudited consolidated financial results were prepared by our Company for submission pursuant to the requirements of Regulation 33 of the SEBI Listing Regulations. The Unaudited Interim Condensed Financial Statements are not indicative of our Company's annual performance and are not comparable with the Audited Consolidated Financial Statements.

Our Company presents its annual financial statements as per Ind AS, Companies Act, and other applicable statutory and/or regulatory requirements and its interim financial statements as per Ind AS 34. Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including generally accepted accounting principles followed in the U.S. ("U.S. GAAP") or International Financial Reporting Standards ("IFRS"). Our Company does not attempt to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Placement Document, nor does our Company provide a reconciliation of its Audited Consolidated Financial Statements to IFRS or U.S. GAAP. Hence, investors should consult their own advisors regarding such differences and their impact on our Company's financial data. Accordingly, the degree to which the Audited Consolidated Financial Statements and the Unaudited Interim Condensed Consolidated Financial Statements included in this Placement Document will provide meaningful information is entirely dependent on the reader's familiarity with the respective Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Placement Document, Ind AS, the Companies Act and the SEBI ICDR Regulations should accordingly be limited. Prospective investors are advised to consult their advisors before making any investment decision. Also see, "*Risk Factors –Significant differences exist between Ind AS, U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition.*" on page 69.

Certain figures contained in this Placement Document, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Unless otherwise stated or unless context requires otherwise, all figures as at or for respective year/ period end are from or derived from the Audited Consolidated Financial Statements and Unaudited Interim Condensed Consolidated Financial Statements, are in decimals and have been rounded off to two decimal points, as has been presented in the Audited Consolidated Financial Statements and Unaudited Interim Condensed Consolidated Financial Statements. Certain operational numbers may have been rounded off to one decimal point in some instances. Unless otherwise specified, all financial numbers in parenthesis represent negative figures. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Non-GAAP financial measures

Certain non-GAAP measures and certain other statistical information such as Gross Profit, Gross Margin, EBIT, EBIT Margin, EBITDA, EBITDA Margin, Return on Equity, Return on Capital Employed, Net Block, PAT Margin, Profit Before Tax Margin, Total of goodwill, intangible assets and rights-of-use-assets, Sale of Services, Other Operating Revenue, Fixed Assets Turnover Ratio and Net Debt to EBITDA (together referred as "Non-GAAP Measures") presented in this Placement Document are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. We compute and disclose such non-GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not a standardised term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance or liquidity. Prospective investors should read this information in conjunction with the financial statements included in "*Financial Statements*" starting on page 269.

INDUSTRY AND MARKET DATA

Information regarding market size, market share, market position, growth rates and other industry data pertaining to our business contained in this Placement Document consists of estimates based on data reports compiled by governmental bodies, professional organisations, industry publications and analysts and on data from other external sources, and on our knowledge of markets in which we compete. The statistical information included in this Placement Document relating to the various sectors in which we operate has been reproduced from various trade, industry and regulatory / government publications and websites, more particularly described in "*Industry Overview*" on page 116.

Unless stated otherwise, statistical information, industry and market data used throughout this Placement Document has been obtained from the report titled "*Engineering Steel Products: Industry Trends, Share, Growth, Opportunity*", dated December, 2023 (the "***CareEdge Report***"), which is a report commissioned and paid for by our Company and prepared by Care Analytics and Advisory Private Limited pursuant to an engagement letter dated November 22, 2023, in connection with the Issue.

The Care Edge Report contains the following disclaimer:

This report is prepared by CARE Analytics and Advisory Private Limited (CareEdge Research). CareEdge Research has taken utmost care to ensure accuracy and objectivity while developing this report based on information available in CareEdge Research's proprietary database, and other sources considered by CareEdge Research as accurate and reliable including the information in public domain. The views and opinions expressed herein do not constitute the opinion of CareEdge Research to buy or invest in this industry, sector or companies operating in this sector or industry and is also not a recommendation to enter into any transaction in this industry or sector in any manner whatsoever.

This report has to be seen in its entirety; the selective review of portions of the report may lead to inaccurate assessments. All forecasts in this report are based on assumptions considered to be reasonable by CareEdge Research; however, the actual outcome may be materially affected by changes in the industry and economic circumstances, which could be different from the projections.

Nothing contained in this report is capable or intended to create any legally binding obligations on the sender or CareEdge Research which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. CareEdge Research is also not responsible for any errors in transmission and specifically states that it, or its Directors, employees, parent company – CARE Ratings Ltd., or its Directors, employees do not have any financial liabilities whatsoever to the subscribers/users of this report. The subscriber/user assumes the entire risk of any use made of this report or data herein. This report is for the information of the authorized recipient in India only and any reproduction of the report or part of it would require explicit written prior approval of CareEdge Research.

CareEdge Research shall reveal the report to the extent necessary and called for by appropriate regulatory agencies, viz., SEBI, RBI, Government authorities, etc., if it is required to do so. By accepting a copy of this Report, the recipient accepts the terms of this Disclaimer, which forms an integral part of this Report.

This data is subject to change and cannot be verified with complete certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – Certain sections of this Placement Document disclose information from the CareEdge Report which is a paid report and commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks." on page 59*. Accordingly, investment decisions should not be based solely on such information.

Further, the calculation of certain statistical and/or financial information / ratios specified in the sections titled "***Business***", "***Risk Factors***", "***Management's Discussions and Analysis of Results of Operations and Financial Condition***" and otherwise in this Placement Document may vary from the manner such information is calculated under and for purposes of, and as specified in, the CareEdge Report. Data from these sources may also not be comparable. The extent to which the market and industry data used in this Placement Document is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. Accordingly, investment decisions should not be based solely on such information.

Our Company takes responsibility for accurately reproducing such information but accepts no further responsibility in respect of such information and data. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organisations) to validate market-related analysis and estimates, so our Company has relied on internally developed estimates. Similarly, while our Company believes its internal estimates to be reasonable, such estimates have not been verified by an independent source and neither our Company nor the Book Running Lead Manager can assure potential investors as to their accuracy.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Placement Document that are not statements of historical fact constitute 'forward-looking statements'. The prospective investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'can', 'could' 'estimate', 'expect', 'goal', 'intend', 'may', 'will', 'plan', 'objective', 'potential', 'project', 'pursue', 'seek to', 'shall', 'should', 'will', 'would', 'will likely result', 'will continue', 'will pursue', 'will achieve', 'is likely' or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

The forward-looking statements appear in a number of places throughout this Placement Document and include statements regarding the intentions, beliefs or current expectations of our Company concerning, amongst other things, the expected results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy of our Company and the industry in which we operate. In addition, even if the result of operations, financial conditions, liquidity and dividend policy of our Company, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Placement Document, those results or developments may not be indicative of results or developments in subsequent periods.

All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements and any other projections include statements as to our business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Placement Document regarding matters that are not historical facts. These forward-looking statements contained in this Placement Document (whether made by us or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause the actual results, performances and achievements of our Company to be materially different from any of the forward-looking statements include, among others:

- Dependence on the success of our relationships with our customers, many of whom are multinational corporations and any adverse developments or inability to enter into or maintain such relationships;

- Dependence on our manufacturing facilities and any unscheduled, unplanned or prolonged disruption of our manufacturing operations;

- Loss of one or more of our customers, which contribute a significant portion towards our revenue, the deterioration of their financial condition or prospects, or a reduction in their demand for our products;

- Significant indebtedness, and an inability to comply with repayment and other covenants in our financing agreements;

- A significant portion of our revenue is derived from the sale of products to the automobile industry.

- Absence of long-term agreements with most of our suppliers for our raw materials and an increase in the cost of, or a shortfall in the availability or quality of such raw materials;

- Our operations in a competitive environment and the uncertainty to be able to compete successfully with similar products or that of substitute, if any;

- Any adverse developments in the markets from where we derive significant portion of our revenues;

- Failure to raise additional funds in the future to support our growth strategies.

Additional factors that could cause actual results, performance or achievements of our Company to differ materially include, but are not limited to, those discussed under the sections "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Industry Overview*" and "Our *Business*" and on pages 51, 90, 116 and 168, respectively.

By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward looking statements or other projections. The forward-looking statements contained in this Placement Document are based on the beliefs of the management, as well as the assumptions made by, and information currently available to, the management of our Company. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure prospective investors that such expectations will prove to be correct. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements.

In any event, these statements speak only as of the date of this Placement Document or the respective dates indicated in this Placement Document, and neither our Company nor the BRLM nor any of their respective affiliates undertakes any obligation to update or revise any of them, whether as a result of new information, future events or otherwise, changes in assumptions or changes in factors affecting these forward-looking statements or otherwise. If any of these risks and uncertainties materialise, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a public limited liability company incorporated under the laws of India. All our Directors, Key Management Personnel and the members of our Senior Management named in this Placement Document, are residents of India and all of the assets of our Company and of such persons are located in India. As a result, it may be difficult or may not be possible for the prospective investors outside India to affect service of process upon our Company or such persons in India, or to enforce against them judgments of courts outside India.

India is not a signatory to any international treaty in relation to the recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A, respectively, of the Code of Civil Procedure, 1908, as amended ("Civil Procedure Code"). Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except:

1. where the judgment has not been pronounced by a court of competent jurisdiction;
2. where the judgment has not been given on the merits of the case;
3. where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases in which such law is applicable;
4. where the proceedings in which the judgment was obtained were opposed to natural justice;
5. where the judgment has been obtained by fraud; and
6. where the judgment sustains a claim founded on a breach of any law then in force in India

Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record, but such presumption may be displaced by proving want of jurisdiction. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards.

Each of the United Kingdom, United Arab Emirates, Singapore and Hong Kong, amongst others, has been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code, but the United States of America has not been so declared. A foreign judgment of a court in a jurisdiction that is not a reciprocating territory may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution. The suit must be filed in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. Accordingly, a judgment of a court in the United States may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy of India and it is uncertain whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. Further, any judgment or award denominated in a foreign currency would be converted into Indian Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, and any such amount may be subject to income tax pursuant to execution of such a judgment in accordance with applicable laws. We cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Our Company and the Book Running Lead Managers cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

EXCHANGE RATES INFORMATION

Fluctuations in the exchange rate between the Rupee and foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares traded on the Stock Exchange. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares.

The following table sets forth information, for or as of the end of the period indicated with respect to the exchange rates between the Rupee and the U.S. dollar (in ₹ per US$), the Pound (in ₹ per GBP) and the Euro (in ₹ per EUR) for the periods indicated. The exchange rates are based on the reference rates released by the RBI and Financial Benchmark India Private Limited ("**FBIL**"), which are available on the website of the RBI and FBIL. No representation is made that any Rupee amounts could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

1. U.S.$

(Rs. Per US$)

	Period End	Average	High	Low
Fiscal Ended:				
March 31, 2023	82.22	80.39	83.20	75.39
March 31, 2022	75.81	74.51	76.92	72.48
March 31, 2021	73.50	74.20	76.81	72.29
Month Ended				
December 31, 2023	83.12	83.28	83.40	83.02
November 30, 2023	83.35	83.30	83.39	83.13
October 31, 2023	82.24	83.27	83.27	83.15
September 30, 2023	83.06	83.05	83.26	82.66
August 31, 2023	82.68	82.79	83.12	82.28
July 31, 2023	82.25	82.15	82.68	81.81

(Source: www.rbi.org,in and www.fbil.org.in, as applicable)
1. The price for the period end refers to the price as on the last trading day of the respective fiscal year or monthly periods;
2. Average of the official rate for each Working Day of the relevant period.
3. Maximum of the official rate for each Working Day of the relevant period.
4. Minimum of the official rate for each Working Day of the relevant period.

2. EUR

(Rs. Per EUR)

	Period End	Average	High	Low
Fiscal Ended:				
March 31, 2023	89.61	83.72	90.26	78.34
March 31, 2022	84.66	86.56	90.51	83.48
March 31, 2021	86.10	86.67	90.31	81.50
Month ended				
December 31, 2023	92.00	90.84	92.45	89.74
November 30, 2023	91.48	89.99	91.64	88.64
October 31, 2023	88.32	87.84	88.49	87.07
September 30, 2023	87.94	88.74	89.62	87.34
August 31, 2023	90.22	90.37	91.06	89.17
July 31, 2023	90.58	90.84	92.29	89.15

(Source: www.rbi.org.in and www.fbil.org.in)
1. The price for the period end refers to the price as on the last trading day of the respective annual or monthly periods.
2. Average of the official rate for each Working Day of the relevant period.
3. Maximum of the official rate for each Working Day of the relevant period.
4. Minimum of the official rate for each Working Day of the relevant period.

3. GBP

(Rs. Per GBP)

	Period End	Average	High	Low
Fiscal Ended:				
March 31, 2023	100.95	97.06	102.66	91.95
March 31, 2022	99.55	101.78	104.58	99.36
March 31, 2021	101.87	96.83	102.23	86.62
Month Ended				
December 31, 2023	106.11	105.42	106.61	104.60

November 30, 2023	105.87	103.36	105.92	101.12
October 31, 2023	101.16	101.23	102.56	100.39
September 30, 2023	101.67	103.03	104.64	100.92
August 31, 2023	105.09	105.25	106.25	103.93
July 31, 2023	105.76	105.81	107.64	103.78

(Source: www.rbi.org.in and www.fbil.org.in)

1. The price for the period end refers to the price as on the last trading day of the respective annual or monthly periods.
2. Average of the official rate for each Working Day of the relevant period.
3. Maximum of the official rate for each Working Day of the relevant period.
4. Minimum of the official rate for each Working Day of the relevant period.

Notes:

i. Period end, high, low and average rates are based on the FBIL reference rates and rounded off to two decimal places.
ii. The RBI reference rates are rounded off to two decimal places.
iii. In case of holidays, the exchange rate on the last traded day of the month has been considered as the rate for the period end.

DEFINITIONS AND ABBREVIATIONS

This Placement Document uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalised terms used in this Placement Document is intended for the convenience of the reader/ prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalised terms used in this Placement Document shall have the meaning as defined hereunder. Further, any references to any statute, rules, guidelines, regulations or policies shall include amendments thereto, from time to time.

The words and expressions used in this Placement Document but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act, or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in "Statement of Possible Special Tax Benefits", "Industry Overview", "Legal Proceedings" and "Financial Statements", shall have the meaning given to such terms in such sections on pages , 248 116, 256 and 269 respectively, shall have the meaning given to such terms in such sections.

General Terms

Term	Description
Goodluck India Limited "Issuer", or "our Company" or "the Company"	Goodluck India Limited, a public limited company incorporated on November 06, 1986 under the Companies Act, 1956 bearing CIN: L74899DL1986PLC050910 and having its registered office at 509, Arunachal Building, Connaught Place, New Delhi-110001, India.
"we", "Group", "our Group", "us" or "our"	Unless the context otherwise indicates or implies, it refers to our Company together with its Subsidiaries and Associates, on a consolidated basis.

Company Related Terms

Term	Description
Articles/ Articles of Association / AoA	Articles of Association of our Company, as amended from time to time.
Audit Committee	The Audit Committee of our Company, as disclosed in "**Board of Directors and Senior Management**" beginning on page 189
Audited Consolidated Financial Statements	The audited consolidated financial statements of our Companies and its subsidiaries as of and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 comprising of the consolidated balance sheet, consolidated statement of profit and loss (including other comprehensive income), consolidated statement of assets and liabilities and the consolidated cash flow statement for the year ending March 31, 2023, March 31, 2022 and March 31, 2021 which have been prepared in accordance with the Ind AS, as specified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013 to the extent applicable.
Unaudited Interim Consolidated Financial Statements	Unaudited consolidated financial results of our Company, its Subsidiaries and Associates as at and for the six-months ended September 30, 2023 and September 30, 2022 prepared in accordance with the principles laid down in Indian Accounting Standards (Ind AS) 34, Interim Financial Reporting, specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, read with relevant rules issued thereunder and other accounting principles generally accepted in India, as amended, and in compliance with Regulation 33 of the SEBI Listing Regulations.
Board of Directors / Board	The board of directors of our Company or any duly constituted committee thereof.
Chief Financial Officer	The Chief Financial Officer of our Company, being Mr. Sanjay Bansal.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, being Mr. Abhishek Agrawal.

Corporate Office	The Corporate Office of our Company is located at II-F, 166-167, Nehru Nagar, Ambedkar Road Ghaziabad-201001, Uttar Pradesh, India.
Company Presentations	Investor meetings or presentations by our Company or its agents.
Corporate Social Responsibility Committee	The Corporate Social Responsibility Committee of our Company, as disclosed in "**Board of Directors and Senior Management**" beginning on page 189
Director(s)	Director(s) on the Board of our Company.
Equity Share(s)	The Equity Shares of our Company having a face value of ₹2 each.
Fundraising Committee	The fundraising committee or QIP Committee of our Company, a committee duly authorized by our Board.
Gross Proceeds	The gross proceeds of the Issue that will be available to our Company.
Independent Non-executive Director(s)	Non-executive, Independent Directors as per the Companies Act, 2013 and the SEBI Listing Regulations, being Ms. Charu Jindal, Mr. Rajiv Goel, Ms. Rajni Abbi and Ms. Madhur Gupta.
Key Managerial Personnel	Key Managerial Personnel of our Company identified in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as per Section 2(51) of the Companies Act, 2013 as disclosed in "Board of Directors and Senior Management" beginning on page 189
Memorandum/ Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
"Nomination and Remuneration Committee" or "NRC Committee"	The nomination and remuneration committee of our Company, as disclosed in "**Board of Directors and Senior Management**" beginning on page 189
Promoter	The promoters of our Company in terms of the SEBI ICDR Regulations and the Companies Act, namely, Mr. Mahesh Chandra Garg.
Promoter Group	Unless the context requires otherwise, the promoter group of our Company as determined in accordance with the Regulation 2(1)(pp) of the SEBI ICDR Regulations.
Registered Office	The registered office of our Company is located at 509, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi-110001, India.
RoC/ Registrar of Companies	Registrar of Companies, NCT of Delhi & Haryana.
Senior Management/SMP	Senior management of our Company as determined in accordance with the Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "**Board of Directors and Senior Management**" beginning on page 189 and include the Key Managerial Personnel.
Risk Management Committee	Risk management committee of our Company, as disclosed in "*Board of Directors and Senior Management"* on page 189
Shareholder(s)	The holder(s) of Equity Shares of our Company, unless otherwise specified in the context thereof
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Company, as disclosed in "**Board of Directors and Senior Management**" beginning on page 189
Statutory Auditors	Current statutory auditors of our Company, being Vipin Kumar & Co., Chartered Accountant.
Subsidiaries	As on date of this Placement Document, the subsidiaries of our Company, namely, GLS Engineering India Limited, GLS Metallics India Limited, GLS Steel India Limited, Goodluck Infrapower Private Limited and Goodluck Defence and Aerospace Private Limited

Issue Related Terms

Term	Description
Allocated / Allocation	The allocation of Equity Shares by our Company, in consultation with the Book Running Lead Manager, following the determination of the Issue Price to Eligible QIBs on the basis of the Application Forms submitted by them, in consultation with the BRLM and in with Chapter VI of the SEBI ICDR Regulations.
Allot / Allotment / Allotted	Unless the context otherwise requires, allotment of Equity Shares to be issued pursuant to the Issue.

Allottees	Eligible QIBs to whom Equity Shares are issued and allotted pursuant to the Issue.
Application Form	The form (including any revisions thereof) pursuant to which a Bidder indicates its interest to subscribe for the Equity Shares of our Company pursuant to the Issue
Bid(s)	Indication of an Eligible QIB's interest, including all revisions and modifications thereto, as provided in the Application Form, to subscribe for the Equity Shares, pursuant to the Issue. The term "Bidding" shall be construed accordingly.
Bidder	Any prospective investor, being an Eligible QIB, who makes a Bid pursuant to the terms of this Placement Document and the Application Form.
Bid Amount	The amount determined by multiplying the price per Equity Share indicated in the Bid by the number of Equity Shares Bid or by Eligible QIBs and payable by the Eligible QIBs in the Issue on submission of the Application Form.
Bid/ Issue Closing Date	The date after which our Company (or the BRLM on behalf of our Company) shall cease acceptance of Application Forms and the Bid Amount, being January 17, 2024
Bid/Issue Opening Date	The date on which our Company (or the BRLM on behalf of our Company) shall commence acceptance of the Application Forms and the Bid Amount, being January 12, 2024
Bid/Issue Period	Period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days during which Eligible QIBs can submit their Bids along with the Bid Amount.
Book Running Lead Manager/ BRLM	The Book Running Lead Manager to the Issue namely Khambatta Securities Limited
CAN/ Confirmation of Allocation Note	Note or advice or intimation to Successful Bidders confirming Allocation of Equity Shares to such Successful Bidders after discovery of the Issue Price.
Closing Date	The date on which Allotment of Equity Shares pursuant to the Issue shall be made, i.e., on or about January 17, 2024
Designated Date	The date of credit of Equity Shares to the Allottees' demat accounts pursuant to the Issue, as applicable to the relevant Allottees.
Eligible QIB(s)	QIBs that are eligible to participate in the Issue and which are not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations and are not restricted from participating in the Issue under applicable law. In addition, Eligible QIBs are QIBs who are outside the United States, to whom Equity Shares are being offered in "offshore transactions", as defined in, and in reliance on Regulation S and the applicable laws of the jurisdiction where those offers, and sales are made.
Eligible FPI(s)	Foreign portfolio investor, as defined under the SEBI FPI Regulations (other than individuals, corporate bodies and family offices.), and including persons who have been registered under the SEBI FPI Regulations, that are eligible to participate in this Issue.
Escrow Account	The account titled "*Goodluck India Limited- QIP Escrow Account*" special non-interest bearing, no-lien, current bank account without any cheques or overdraft facilities, opened with the Escrow Agent, subject to the terms of the Escrow Agreement, into which the Bid Amount shall be deposited by Eligible QIBs and from which refunds, if any, shall be remitted to unsuccessful bidder, as set out in the Application Form.
Escrow Agreement	The agreement dated January 04, 2024 entered into amongst our Company, the Escrow Agent and the Book Running Lead Manager
Escrow Bank/Escrow Agent	IDFC First Bank Limited
Floor Price	The floor price of Rs. 989.40/- per Equity Share, which has been calculated in accordance with Chapter VI of the SEBI ICDR Regulations. Our Company may offer a discount of not more than 5% on the Floor Price in accordance with the approval of the Shareholders accorded through a

	special resolution passed through postal ballot through e-voting on December 18, 2023 and in terms of Regulation 176(1) of the SEBI ICDR Regulations
Fraudulent Borrower	An entity or person categorised as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Issue	Offer and issuance of the Equity Shares to Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations and the applicable provisions of the Companies Act, 2013 and the rules made thereunder.
Issue Price	Rs. 940.00 per Equity Share
Issue Size	The issue of up to 21,27,659 Equity Shares aggregating up to Rs. 1,99,99.99 Lakhs
Monitoring Agency	Care Ratings Limited
Monitoring Agency Agreement	Agreement dated January 11, 2024 entered into between our Company and the Monitoring Agency in relation to the responsibilities and obligations of the Monitoring Agency for monitoring the utilisation of proceeds in relation to the Issue.
Mutual Fund	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended.
Net Proceeds	Total proceeds of the Issue will be minus Issue expenses.
Placement Agreement	Agreement dated January 10, 2024 entered into by and amongst our Company and the BRLM.
Placement Document	The placement document to be issued by our Company in accordance with Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act and the rules made thereunder.
Preliminary Placement Document	The Preliminary Placement Document cum application form dated January 12, 2024 issued in accordance with Chapter VI of the SEBI ICDR Regulations and other applicable provisions of the Companies Act and rules made thereunder.
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIP or Qualified Institutional Placement	Qualified institutions placement, being private placement to QIBs under Chapter VI of the SEBI ICDR Regulations and applicable sections of the Companies Act, 2013, read with applicable rules of the Companies (Prospectus and Allotment of Securities) Rules, 2014
Refund Amount	The aggregate amount to be returned to the Bidders who have not been Allocated Equity Shares for all or part of the Bid Amount submitted by such Bidder pursuant to the Issue.
Relevant Date	January 12, 2024 which is the date of the meeting of the Fundraising Committee, a committee duly authorised by our Board, deciding to open the Issue.
Stock Exchanges	Together, NSE and BSE.
Successful Bidders	The Bidders who have Bid at or above the Issue Price, duly paid the Bid Amount along with the Application Form and who are Allocated Equity Shares pursuant to the Issue.
Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Working Day	Any day other than second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorised or obligated by law to remain closed in Mumbai, India.

Conventional and General Terms/ Abbreviations

Term	Description
AGM	Annual General Meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.

Arbitration Act	Arbitration and Conciliation Act, 1996, as amended.
AS	Accounting Standards issued by ICAI, as required under the Companies Act, 2013.
AY	Assessment Year.
BSE	BSE Limited
Calendar Year / CY	Period of 12 months commencing from January 1 & ending on December 31.
CCI	Competition Commission of India.
CIN	Corporate Identification Number
Civil Procedure Code	The Code of Civil Procedure, 1908, as amended.
Companies Act/ Companies Act, 2013	The Companies Act, 2013, as amended and the rules, regulations, circulars, modifications and clarifications thereunder, to the extent notified.
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the rules made thereunder.
Competition Act	The Competition Act, 2002, as amended.
CrPC	Code of Criminal Procedure, 1973, as amended.
CSR	Corporate Social Responsibility
DDT	Dividend Distribution Tax
Depositories Act	The Depositories Act, 1996, as amended.
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018, as amended.
Depository Participant	A depository participant as defined under the Depositories Act.
DIN	Director Identification Number.
EBITDA	Earnings before interest, taxes, depreciation and amortisation.
EBITDA Margin	EBITDA as a percentage of total income.
EGM	Extraordinary General Meeting.
FDI	Foreign Direct Investment.
Consolidated FDI Policy	The consolidated FDI Policy, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
FEMA	The Foreign Exchange Management Act, 1999, as amended and the regulations issued thereunder.
FEMA Norms	The Government issued a notification and imposed certain restrictions or conditionality on such investments pursuant to Press Notes, circulars and regulations (including FEMA Rules) issued by the DPIIT or the RBI or the Ministry of Finance, Government of India, from time to time, as the case may be.
FEMA Rules	The Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and any notifications, circulars or clarifications issued thereunder.
Financial year/ Fiscal Year/ FY/ Fiscal	Unless otherwise stated, the period of 12 months commencing on April 1 of a year and ending on March 31 of the next year.
Form PAS-4	Form PAS-4 as prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.
FPI	Foreign Portfolio Investors as defined under the SEBI FPI Regulations and includes a person who has been registered under the SEBI FPI Regulations.
FPI Operational Guidelines	SEBI circular dated November 5, 2019 which issued the operational guidelines for FPIs.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as amended.
FVCI	Foreign venture capital investors as defined and registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended.
GAAP	Generally Accepted Accounting Principles.
GAAR	General Anti-Avoidance Rules.
GDP	Gross Domestic Product.
GoI / Government	Government of India, unless otherwise specified.
GST	Goods and Services Tax.
HUF	Hindu Undivided Family.
ICAI	The Institute of Chartered Accountants of India.

ICC	Indian Chemical Council.
IFRS	International Financial Reporting Standards of the International Accounting Standards Board.
Ind AS	Indian accounting standards converged with IFRS with some differences, as specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015, as amended.
IPC	Indian Penal Code, 1860
IT	Information Technology
JV	Joint Venture(s)
MCA	Ministry of Corporate Affairs, GoI.
MIDC	Maharashtra Industrial Development Corporation.
MNC	Multinational Companies.
NCLT	National Company Law Tribunal, GoI
NRI / Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955, as amended.
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
P.A.	Per Annum
PAS Rules	Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.
PSU	Public Sector Undertaking.
R&D	Research and Development.
RBI	Reserve Bank of India.
RBI Act	The Reserve Bank of India Act, 1934, as amended.
Regulation S	Regulation S under the U.S. Securities Act.
Rs. / Rupees / INR / ₹	Indian Rupees, the legal currency of the Republic of India
SCR (SECC) Rules	Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, as amended.

Technical and Industry Terms

Term	Description
AAEC	Appreciable adverse effect on competition
CNC	Computer numerical control
CareEdge Report	Report titled "*Engineering Steel Products"* dated December 2023 prepared by Care Analytics and Advisory Private Limited
ERW	Electric Resistance Welded Pipes
CDW	Cold Drawn Welded
RDSO	Research Design & Standard Organisation
CR Coils	Cold Rolled Coils
IATF	International Automotive Task Force
CRCA	Cold Rolled Close Annealed
NABL	National Accreditation Board for Testing and Calibration Laboratories
CST	Central Sales Tax
IGC	International Committee
CV	Commercial Vehicle
DDS	Duty Drawback Scheme
ECB	External commercial borrowing
ESG	Environmental, social and governance
EV	Electric Vehicle
FOB	Free on Board
FVTOCI	Financial assets measured at fair value through other comprehensive income
FVTPL	Financial assets measured at fair value through profit or loss
GVA	Gross value added
GVW	Gross Vehicle Weight
HP	Horsepower

IBC	Insolvency and Bankruptcy Code, 2016
IFC	International Finance Corporation
ITC	Input Tax Credit
LCV	Light commercial vehicle
HCV	Heavy Commercial Vehicle
MEIS	Merchandise Exports from India Scheme
MT	Metric tonne
MTPA	MT Per Annum
NCLT	National Company Law Tribunal
OEM	Original equipment manufacturer
PLI Scheme	Production-linked incentive scheme
PV	Passenger Vehicle
R&D	Research and Development
Schedule II Part C	Part C of Schedule II to the Companies Act, 2013
KTPA	Kilo Tonnes Per Annum

SUMMARY OF BUSINESS

OVERVIEW

Originally, our company was incorporated as 'Good Luck Steel Tubes Private Limited, on November 06, 1986, a Private Limited Company under the Companies Act, 1956, following a certificate of incorporation issued by the Registrar of Companies, Kanpur. In 1994, the company underwent a conversion from private to public limited dated September 30, 1994 Following this, on July 3, 1995, our company was listed on the stock exchange through a public issue of shares. Subsequently, the name of our company was changed to Goodluck India Limited, pursuant to Shareholders Resolution dated June 10, 2016.

Goodluck, a group founded by IIT alumni with 37 years of experience, specializes in manufacturing and exporting a diverse range of products, including Electric Resistance Welded (ERW), Precision & Cold Drawn Welded (CDW) Tubes, Forged Flanges, and Custom Forgings, Heavy Engineering Structure, Power & Telecom Towers, Solar Structures, ERW Hot Dip Galvanized Pipes, Black Pipes, Black & GI Hollow Sections, CR Coils, Cold Rolled Close Annealed (CRCA), Road Safety Product Galvanized Plain & Corrugated Sheets. Established three decades ago, the company has established itself as a pioneering and rapidly advancing presence in the Steel Industry through its innovative and progressive approach. As an ISO-9001, AS 9100D, IATF-16949, ISO-14001 & OH&SMS-45001 & CE certified organization, Goodluck takes pride in maintaining elevated standards of quality and excellence.

Goodluck India Limited is manufacturer, producer, and distributor of all kinds of tubes, pipes, pipe fittings, and all kinds of items whether made of steel, alloys, galvanised or black welded or any other metal (ferrous or non-ferrous) or substance or material, to act as and/or carry on the business of galvenisers, jappaners, rerolles, annealors, enamellers, electroplaters and to manufacture, produce, process, design, repair, convert buy, sell import, export, or otherwise deal in such products, their bye-products and commodities, raw materials stores, packing materials tools plant and machineries whether in India or abroad and to set up steel furnaces and continuous casting and hot and cold rolling mill plants for producing ferrous and non-ferrous metals, alloy steel, steel ingots and billets of all kinds and all sizes of Iron and steel re-rolled sections i.e., Flats, Angles, Rounds, Squares, Rails, Joists, Channels, Slabs, Strips, Sheets, Plates, and cold twisted bars and forging and casting of steel, and special steel, alloys and ferrous and non-ferrous metals auto parts, tools and implements, dies, jigs, cast Iron and steel and tubular structural.

We also specialize in providing Telecommunication & Transmission Tower and Structures Leveraging on advanced manufacturing facilities and engineering expertise, we have been successfully catering to the needs of clients from public sector, Private Sector OEMs and Central & State Government Departments.

Our team of scrupulous quality control professionals strictly monitor every stage of production to ensure international standards of quality. In addition, we also offer third party inspections from reputed agencies, before the products are dispatched at the client's end.

We have grown leaps and bounds under the aegis of our mentor Mr. Mahesh Chandra Garg. His rich industry experience and entrepreneurial zeal have enabled us to surge ahead in the competitive market. Today, we have successfully garnered the trust of most reputed global clients from across 100 countries of the globe since inception.

Our outstanding products and services have transcended geographical boundaries, establishing a robust presence in 100 countries worldwide. We have expanded our global outreach by fostering a well-connected network of stockholders, distributors, and agents. Our export operations cover regions including Europe, North and South America, Australia, the Middle East, Southeast Asia, and Africa.

Global Presence

The map below shows the location of our manufacturing plants, warehouses and export market.

We are operating in following diverse areas

Automotive Excellence: We are specialized in the precision crafting of components for the automotive industry, our portfolio includes frames, forks, shock absorbers, and hydraulic line tubing. We stand out in the market as reliable suppliers of chains tailored for applications across the automotive, industrial, and boiler sectors. In the automotive domain, we offer a diverse array of tubes designed for two/three-wheelers, cars, LCVs, HCVs, and chassis. Our dedication extends to providing essential components crucial for various automotive applications, such as bus body building main beam tubes, automobile axle tubes, and hydraulic cylinder tubes. Additionally, we play a pivotal role in supplying critical parts including propeller shafts, steering columns, tie rods, drag links, and exhaust tubes. Our specialized solutions feature aluminized tubes and hydraulic line tubing, meticulously tailored for the specific requirements of two-wheelers. Committed to precision, reliability, and versatility, our products serve as integral components in the automotive industry's essential systems.

Oil and Gas Expertise: With a specialization in manufacturing flanges and forged products, we cater to the distinctive requirements of the oil and gas industry. Additionally, our commitment extends to meeting the unique demands of the defence and aerospace sectors, delivering precision and quality in every product.

Infrastructure and Power Solutions: Playing a significant role in infrastructure and power projects, we bring innovation to tube applications, offering reliable and efficient solutions for diverse infrastructure requirements.

Cutting-Edge Heat Management: Pioneering the production of boiler heat exchangers across diverse industries, we ensure optimal heat exchange solutions for the chemical, sugar, paper, and process sectors.

For the detail of our business please visit to our website: www.goodluckindia.com.

PROMOTER

Our Promoter, Mr. Mahesh Chandra Garg is the first-generation entrepreneur, and have a rich experience of more than five decades in mild steel and stainless-steel welded pipes and tubes industry in addition to expertise in marketing, procurement, finance, accounting and leadership quality. Our management team is backed by a core operational team that has vast experience in manufacturing and also has the required technical know-how to manufacture the products which our Company is catering to.

KEY FINANCIAL INFORMATION

Set forth below is certain of our key financial information on a consolidated basis:

(Rs. In Lakh, except percentage and Ratios)

Particulars	Year ended March 31st 2023	Year ended March 31st 2022	Year ended March 31st 2021
Revenue from Operations[(1)]	3,04,798	2,57,772	1,57,212
Total Revenue[(2)]	3,08,680	2,61,710	1,57,800
EBITDA[(3)]	21,915	18,688	12,237
EBITDA Margin (%)[(4)]	7.09%	7.14%	7.75%
PAT	8,780	7,500	3,005
PAT Margin[(5)]	2.84%	2.87%	1.91%
Operating cash flow	6488.75	7775.31	4310.73
Net worth[(6)]	62001.13	46591.92	38343.94
Net Debt[(7)]	58,574.24	57,722.62	52,376.42
Debt Equity Ratio[(8)]	0.96	1.27	1.39
ROCE (%)[(9)]	17.04%	17.13%	8.97%
ROE (%)[(10)]	16.17%	17.66%	8.24%

[(1)] Revenue from operation means revenue from sales and other operating revenues

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

[(3)] EBITDA is calculated as the sum of (i) profit for the year (ii) total tax expenses, (iii) finance costs and (iv) depreciation and amortization expenses

[(4)] EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

[(5)] PAT Margin' is calculated as PAT for the period/year divided by revenue from operations

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

[(7)] Net debt = non-current borrowing + current borrowing – Cash and Cash Equivalent

[(8)] Debt equity ratio means ratio of total debt (long term plus short-term including current maturity of long-term debt) and total equity.

[(9)] Return on Capital Employed is calculated as earnings before interest and tax divided by Average Capital Employed.

[(10)] Return on Equity is calculated as dividing profit after tax by average equity.

History and Development

Set out below are the key events in our Company's history:

Year	Particulars
1986	Incorporation of our Company as Good Luck Steel Tubes Private Limited & Commencement of business.
1987	First Planned Commissioned at Sikandrabad (Uttar Pradesh)
1994	Our Company is converted from Private to Public Limited as Good Luck Steel Tubes Limited
1995	Initial Public Offering and Listing on BSE Limited
1997	Capacity Enhancement to 50000 MTPA
2003	Turnover Crossed Rs. 1500 Million
2006	Our Company commissioned its first forging plant at Dadri (Uttar Pradesh)

2007	First plant commissioned for ERW/CDW Precision Tubes at Sikandrabad, UP
2009	Turnover Crossed Rs. 5,000 Million
2013	Turnover Crossed Rs. 10,000 Million
2014	Commissioned another plant for ERW/CDW Precision Tubes at Sikandrabad (Uttar Pradesh) Unit-II
2015	Expanded Engineering structured products to high growth sectors like solar and railways
2016	Company changed its name to Goodluck India Limited
2018	Commissioned new Plant for ERW Precision Tubes at Kutchch Gujarat
2020	Obtained approval from RDSO* for Kutchch Plant –Sikandrabad plant already approved
2021	Awarded Letter of Intent (LOI) by L&T for High-Speed Railway Project -worth over Rs. 198 crore for supply and fabrication of Special bridges & Enhanced Capacity for Precision Tubes
2022	Added new machinery -increase capacity of forging single piece to 14,000 Kgs and total capacity per annum to 30,000 MT
2023	Incorporated a wholly owned subsidiary, Goodluck Defence and Aerospace Pvt Ltd to strengthen presence in defence sector exclusively

**RDSO –Research Design and Standards Organisation (Ministry of Railways)*

OUR STRENGTHS

We believe that we possess a number of competitive strengths, which enable us to successfully execute our business strategies, including the following:

1. **High Growth Industries and Catering to Marquee Clients across world:**

Dedicated to excellence, our company takes pride in catering to Marquee Clients across the world. Our commitment to quality and innovation has positioned us as a preferred choice for esteemed clients globally. Through a relentless pursuit of perfection, we have forged valuable partnerships with industry leaders, delivering tailored solutions that meet the exacting standards of our prestigious clientele. Our success is underscored by the trust and satisfaction of these Marquee Clients who recognize our unwavering dedication to delivering top-notch products and services. As a global player, we understand the diverse needs of our clients and continually strive to exceed expectations, solidifying our reputation as a trusted partner in their success.

Our leadership position coupled with our long-term relationships and ongoing active engagements with customers allow us to plan our capital expenditure well in advance as well as benefit from increasing economies of scale and strong purchasing power for raw materials. Our customer relationships have also helped us expand our product offerings and geographic reach. We export our products to more than 100 countries since incorporation. In the Fiscal 2023, Fiscal 2022 and Fiscal 2021, 30.37%, 41.12% and 30.25%, respectively, of our consolidated revenue from operations were from exports. Our diversified global customer base assists us in reducing our geographic dependence, which helps in mitigating the effects of economic and industry-specific cycles.

We believe our speedy execution and timely response to customer needs, coupled with our high-quality products and innovation have enabled us to successfully establish our market presence and nurtured our customer relationships. Further, our long-term relationships with marquee customers provides us with steady revenue flows

2. **Capacity Addition in high Value Added Product (VAP) and presents a diverse product range coupled with a high degree of customization.**

Precision Tubes: GLIL is the auto grade Precision Steel Tube manufacturer with currently capacity of 80 KTPA. With strong traction from domestic and global auto OEMs, the Company is setting up 50 KTPA capacity in Precision Tubes segment.

Forging: The Company added a fully automatic metal press unit in the previous fiscal year. This enabled it to improve its single piece press capacity to 14 tonnes. With the addition of this unit with capex, the Company's total forging capacity will nearly treble at 30 KTPA, up from 12 KTPA earlier, thus enabling volume growth. This is also helping the Company gain good traction on high-value export orders. Given the management's technical expertise and legacy of delivering critical components, the Company is also working on entering new areas of sub-sea forged components.

The Goodluck India Limited is Specializing in flanges and forged products for the oil and gas industry and meeting the unique demands of the oil and gas, defense and aerospace sector with precision and quality.

As we envision a robust future, our steadfast focus will remain on capacity addition within high VAP segments and value addition across the high volume low margin GI pipe business. By capitalising on our strengths and delivering superior products, we will continue to power growth while optimising returns to all our stakeholders.

3. Strategically focusing on High Margin Value Added Products and high growth sectors like Auto, Solar, Railways and Defence

capitalise on our strength in supplying high quality material to Defence & Aerospace, Oil & Gas and Railways, among others. Our Company has entered large scale fabrication of over bridges and cross over bridges and completed Railway over bridges/Road Bridges to tune of 30,000 MT in last 3 years.

Solar panel require steel structures which involve pipe structures which are galvanized with wide use of purlin, our Company is provider of structural solutions to Solar Power Sector and has supplied products to major solar projects -already working with big conglomerates, like NTPC and Tata.

As infrastructure spending gathers momentum, our broader vision of 'Steel-ing the Future. Powering Progress.' led us towards a remarkable year with significant increase in scale of operations, healthy order book, sustained operating margins and an impressive growth in value and volume. We branch out through new growth drivers, our steadfast focus will remain on expanding capacities in high value-added products to enhance margin, focussing on value-added products to drive big volumes, low margin GI pipe business and strengthening exports across European and North American geographies.

Contributing to infrastructure and power projects with innovative tube applications, which provides reliable and efficient solutions for various infrastructure needs. Further, we are also diversifying into related business segments to expand market share in renewable energy, road safety and infrastructure (railways and highways) segments and enhance visibility in newer market areas. As we achieve this, we continue to underscore our commitment to reduce carbon footprint and contribute to Net Zero.

4. Focus on Environment, Health and Safety

Our business is focused on sustainability with an emphasis on environment, health and safety. We are mindful of the potential impact of our activities on the local environment and have set stringent environmental standards, which meet regulatory requirements. Across our manufacturing facilities, we have put in place quality systems that cover all areas of our business processes from manufacturing, supply chain to product delivery to ensure consistent quality, efficacy and safety of products. Our products adhere to global quality standards. Our products go through various quality checks at various stages including random sampling check and quality check internally. Many of our key customers have audited and approved our facilities and manufacturing processes in the past, which ensures that the regulator and our customers are able to confirm the continuance of quality of our facility and processes. In addition automation in the process, we distinguish our processes from conventional processes resulting in lower effluent generation.

We prioritize the health and safety of our employees and undertake several initiatives to promote employee health and quality of life. We work to ensure a safe and healthy workplace and provide our employees with the benefits, resources and flexibility to maintain and improve their wellness. At all sites, stringent safety measures have been implemented. Hazard and operability study and safety audits are conducted for all major products and safety inspections are instituted regularly along with periodic safety drills and pre-tests. In addition, we have digitalised all major processes. We also ensure appropriate personal protective equipment is provided to employees. Safety awareness is driven through safety campaigns and training.

5. Experienced Promoters and senior management team

Our Promoter, Mr. Mahesh Chandra Garg is a qualified professional with the experience of more than 5 decades in the Engineering Steel Products industry and have been instrumental in driving our growth since inception of our business. We believe that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future opportunities. A large number of our senior management personnel have worked with us for a significant period of time, resulting in effective operational coordination and continuity of business strategies. They have led the organization through acquisitions, development of new systems and components etc. For further details on education, experience and other details of our Board and our Key Managerial Personnel, kindly refer to the Section titled “Board of Directors and senior Management” beginning on page 189.

We run our business with the help of dedicated senior management teams. Our management team support has vast experience in project execution, industrial sales and marketing. We believe that the knowledge and experience of our promoters, along with our management, and our team of dedicated personnel, provide us with a significant competitive advantage as we seek to grow our existing markets and enter new geographic and product markets.

6. Integrated Manufacturing Facility

We do continuous endeavour to maintain the requisite infrastructure and technological up gradation for the smooth running of the manufacturing process as well as to cope with the changing market demand situation. There is a continuous change in the technology and the markets are very dynamic to the change in technology. We keep ourselves technologically upgraded with the latest machines and infrastructure. We have well equipped machinery in all the 6 Units.

We give utmost importance to technology and continuously invest in balancing equipment to increase our productivity and the latest technologies to enhance our competitiveness.

7. Stable Financial

Our Company maintains strong financial discipline and is regular in payment of banks interest/ instalments as well as creditors on time. Our company follows stringent financial policies. Our company has policy of having internal audits done from time to time to ensure that there is no margin of error.

Some highlights of the financials on a consolidated basis:

(Rs. In Lakh, except percentage and Ratios)

Particulars	Year ended March 31st 2023	Year ended March 31st 2022	Year ended March 31st 2021
Revenue from Operations	3,04,798	2,57,772	1,57,212
Total Revenue	3,08,680	2,61,710	1,57,800
EBITDA	21,915	18,688	12,237
EBITDA Margin (%)	7.09%	7.14%	7.75%
PAT	8,780	7,500	3,005
PAT Margin	2.84%	2.87%	1.91%

We strive to maintain a robust financial position with emphasis on having a strong balance sheet and value accretive growth. Our balance sheet and cash generating assets positive operating cash flows enables us to pursue opportunities for growth and better manage unanticipated cash flow variations. We have generated positive free cash flow every year on a consolidated basis. Our financial strength provides us a valuable competitive advantage over our competitors with access to financing, which are factors critical to our business. For further details on a comparative analysis of our financial position and revenue from operations, see the see the *"Management's Discussion and Analysis of Financial Position and Results of Operations"* on page 90.

8. Export of finished goods

We have exported our manufactured goods to the overseas customers in more than 100 Countries across the world since inception.

Details of exports on a consolidated basis are as under:

(Rs. In Lakh, except percentage and Ratios)

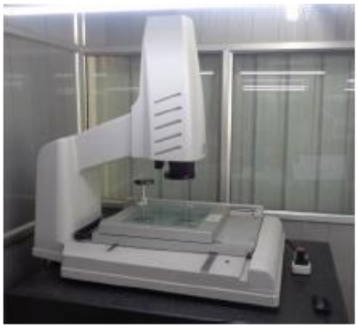
Particulars	Year ended March 31st 2023	Year ended March 31st 2022	Year ended March 31st 2021
Total Revenue from Operations	3,04,798	2,57,772	1,57,212
Export Sales	92,567.13	1,05,985.21	47560.16
Export as % of Total Revenue from Operations	30.37%	41.12%	30.25%

We believe that our diversified customer base provides us significant penetration in the market in which we operate and thereby hedges our business operations from potential sector specific risks, including but not limited to policy announcements, change in global markets and international relations etc.

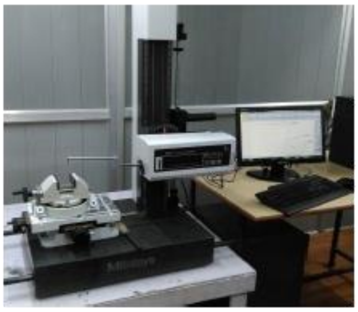
9. Fully Equipped Quality Testing Lab

We are having state of art fully equipped quality testing Lab which is verified by National Accreditation Board for Testing and Calibration Laboratories (NABL) Accreditation ISO / IEC 17025 which includes:

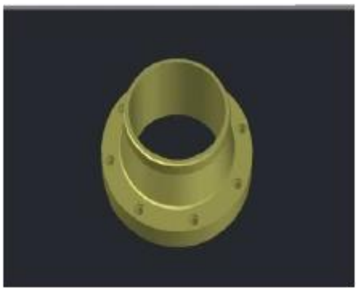
- In house CHEMICAL and MECHANICAL Labs
- Performs variety of examination in house to ensure products quality and meeting each customer's every expectations. NDT, MPP, impact and related various other stringent testing done in house.
- Special measuring machine VMM (Vision Measuring Machine) and Contracer (Contour Measuring System) for checking close dimensions in finished products having least count 0.1 Micron
- Spectro Analysis
- Impact Testing
- IGC Test
- Hot Tensile Test with 0.2% proof stress
- Radiation Checking Parameters
- 100 PMI for all products
- 100 Ultrasonic Testing
- Macro/Micro Structure
- 3rd Party Inspection option for 3.2 certification



VMM Inspection (Vision Measuring Machine)



Contracer (Contour Measuring System)



2D & 3D CAD Modelling

OUR STRATEGIES

Our key focus is to maintain our market leadership in India, while seeking to significantly expand our international business. In particular, we have adopted the following key business strategies:

1. Sustainable and profitable growth with continuous improvement and innovation

We are seeking to optimize our product mix to ensure our capacity focuses on existing and new value-added primary and derivative products. As an integral part of our continuing efforts targeted at ensuring cost efficiencies, we have undertaken a number of initiatives aimed at improving operational efficiencies and optimizing our manufacturing operations including reduction in lead-time in manufacturing processes, leveraging our sourcing networks to control raw material costs through bulk purchases, improving inventory management to optimize transportation costs and expedite raw materials procurement and product delivery, and controlling consumption and wastage through effective supervision of manufacturing processes. We intend to continue to improve the efficiency of our operations and reduce our cost base by taking advantage of our international presence and economies of scale as well as by targeting savings in our administrative, procurement and production processes.

Striving for sustainable and profitable growth, our manufacturing company is deeply committed to a path of continuous improvement and innovation. Sustainability is not just a goal but a fundamental principle that guides our operations. We are dedicated to minimizing our environmental impact through eco-friendly practices, resource optimization, and adopting renewable energy sources wherever possible. Simultaneously, our focus on profitability involves prudent financial management, cost efficiency, and strategic investments to ensure long-term financial health. At the heart of our success lies a culture of continuous improvement, where we constantly assess and refine our processes to enhance efficiency, reduce waste, and meet evolving market demands. Embracing innovation is ingrained in our ethos, as we explore cutting-edge technologies and creative solutions to stay ahead in the dynamic manufacturing landscape. Through this holistic approach, we aim to not only achieve sustainable and profitable growth but also set new benchmarks for excellence in our industry.

We intend to focus on further improving our operating levels by pivoting into newer grades and products. We intend to continue to focus on the vertical integration of our operations, which we believe will enable us to further streamline our production processes, achieve shorter development and delivery lead times, exercise significant control over key inputs and processes, enhance quality control and increase supply security. We also intend to enhance our research and development, and design capabilities which provide us with a competitive advantage with respect to quality, product development and cost, as well as to continuously explore sustainable cost improvement initiatives for our operations. In addition, we continue to introduce advanced technologies in order to improve operational efficiencies and work processes in our operations.

2. Expanding our manufacturing capacities

The Company has 6 state-of-the-art manufacturing facilities, of which 4 are located at Sikandrabad and 1 is in Dadri in Uttar Pradesh, and 1 in Kutch, Gujarat. The structures for special steel bridges for Bullet Train project are being supplied from Kutch plant. The Company's total manufacturing capacity stands at 3,64,000 tonnes. During the year, it added 18,000 metric tonnes in the Forging division. With demand for products continuously rising, the Company is working on a capex plan to increase its capacity to 50,000 tonnes per annum, which is expected to be operational by Q1-FY2025.

We are the auto grade precision steel tube manufacturer in India with a capacity of 80 KTPA, which is already running at over 90% capacity utilisation. Another unit is being set up near the existing plant at Sikandrabad with 50 KTPA capacity, which is scheduled to be commissioned by Q1-FY2025. It supplies tubes to major automotive segments such as 4-wheeler passenger cars, commercial vehicles and 2-wheelers. The Company is seeing traction from automotive OEMs and is a preferred Category-2 supplier to overseas clients.

We are specialised in steel, duplex, carbon, alloy steel forgings and flanges supplied in more than 100 grade products. The Company also supplies material to various prestigious programmes of Defence Research and Development Organisation (DRDO), such as BrahMos. The product mix from high value-added businesses will gradually increase, which will also improve EBITDA per tonne. The Company has imported a new fully automatic metal press unit from South Korea was commissioned during the year 2022-2023. With this, the total forging capacity stands increased from 12 KTPA to 30 KTPA.

India poised to become the 3rd largest economy worldwide by FY 2027-28 and an alternative global manufacturing hub, we are fully geared to tap this immense potential for powering steel with speed and scale. Over the next 3 years, the Auto Tubes of higher diameter and thickness (such as Hydraulic Tubes) will remain our top priority, given its domestic and global potential. For this, we are actively investing Rs.170 crore to expand its capacity from 80,000 MTPA to 1,30,000 MTPA

In line with our strategic vision for growth, we are poised to expand our manufacturing capacities in the steel industry. Recognizing the increasing demand and evolving market dynamics, this expansion represents a crucial step in fortifying our position as a key player in the steel sector. The augmentation of our manufacturing capabilities is designed to meet the growing needs of our clients, providing them with a wider range of high-quality steel products. This strategic move also aligns with our commitment to fostering innovation and maintaining a competitive edge. By investing in the expansion of our manufacturing facilities, we aim to not only meet current market demands but also anticipate and address future trends, positioning ourselves as leaders in the dynamic and evolving landscape of the steel industry.

3. Attract, develop and retain skilled employees to sustain our service quality and customer experience

GLIL considers its employees as the most important asset and integral to growth and continued success. It remains committed to enhancing the knowledge, skills and capabilities of its employees. Further, it encourages new talent acquisition and reward excellent employee performance. It has also established an empowered, synergetic, harmonious, and transparent work environment that values meritocracy and innovation.

The Company's progressive policies and continual investment helps it upgrade employee skills. We regularly conduct training programmes in different areas such as technical skills, safety, behavioural skills, leadership skills, values and code of conduct. During the year, it has undertaken various initiatives to improve employee capabilities, productivity and enhance collaborative working. It also organises staff safety workshops by external specialists to spread awareness of safety hazards among employees.

Further, it prioritises health, safety, and security of its employees. It also undertakes various engagement initiatives to enhance employee satisfaction and motivation levels. It also provides platforms for employees to share their ideas and give feedback, which enables it to improve productivity.

The Company has launched and revamped several employee-friendly policies/initiatives to effectively address the growing needs and challenges of its employees. It ensures felicitating and rewarding its employees for their contributions and long-standing commitment. We have also embarked on developing a Performance Linked Incentive Scheme for employees directly involved in production.

We believe that our ability to effectively execute and manage projects is crucial to our continued success. We understand that maintaining quality, minimising costs and ensuring timely completion of our projects depends largely on the skill and workmanship of our employees. As competition for qualified personnel increases among engineering and manufacturing companies in India, we seek to improve competitiveness by increasing our focus on training our staff. We offer our engineering and technical personnel a wide range of work experience and learning opportunities by providing them with continuous training in latest systems, techniques and knowledge upgradation.

4. Deepen customer relationships and be a supplier of choice across geographies

Our long-term relationships and ongoing active engagements with customers also allow us to plan our capital expenditure, enhance our ability to benefit from increasing economies of scale with stronger purchasing power for raw materials and a lower cost base. These enduring customer relationships also have helped us expand our product offerings and geographic reach. We seek to continue to explore opportunities to enhance our existing customer relationships by manufacturing newer grades across their various product segments. Our customer engagements are dependent on us delivering quality products consistently. Our potential customers may require considerable amounts of time to approve us as suppliers to ensure that all their quality controls are met and that we meet all their requirements across a variety of jurisdictions and multiple regulators. Due to the resources involved in engaging with new suppliers, customers are less inclined to pursue alternate supply sources. This provides us with an advantage over new entrants that would need to make significant investments and endure a long gestation period with potential customers in order to effectively compete. We believe by extending our process and chemistry expertise to enter into new value chains in the same and allied chemistries will enable us to service more of our customers' needs and increase the wallet share of our existing customers. Further, we intend to focus on early stage process innovation and development that we believe will enable us to capitalize on the complete lifecycle of these products and give us the opportunity to be the initial suppliers for such specialty Steels and pipes and strengthen our relationships with multinational corporations.

We believe in continual improvement in our designs and products for ensuring full customer satisfaction. Innovation in process control, product development, cost reduction and quality improvement are being made on continuous basis as per the requirements of the market. The technology being used for the manufacture of steel products is developed by in- house efforts and is at par with industry norms. The Company's Business Responsibility and Sustainability Report may be referred for a brief regarding efforts put by company over technology absorption and conservation of energy

5. Building new structures to focus on new areas of Growth

Some of our key areas under development are set forth below.

- Special Formwork for Elevated corridors
- Special Formwork for Tunnel Boring Machine for High Speed Rail
- Station Buildings for High Speed Bullet Train
- Super Critical Bridges for High Speed Bullet Train
- Smart City Structures

- Car Port and Solar Parks –Design Engineering & Supply.
- Architectural Structures in Wire drawn Bridges

With an uptick in India's infrastructure needs, we are uniquely placed to capitalise on newer growth opportunities and make this our moment to embody our true growth potential.

As infrastructure spending gathers momentum, our broader vision of 'Steel-ing the Future. Powering Progress.' led us towards a remarkable year with significant increase in scale of operations, healthy order book, sustained operating margins and an impressive growth in value and volume.

SUMMARY OF THE ISSUE

The following is a general summary of the term of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Placement Document, including under the sections "***Risk Factors", "Use of Proceeds", "Placement and Lock Up", "Issue Procedure" and "Description of the Equity Shares"*** beginning on pages 51, 78, 225, 210 and 243, respectively.

Issuer	Goodluck India Limited
Face Value	Rs. 2 Per Equity shares
Issue Price	Rs. 940.00 per Equity Share (including a premium of Rs. 938.00 per Equity Share)
Floor Price	Rs. 989.40/- per Equity Share. In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price. However, our Company may offer a discount of not more than 5% on the Floor Price in accordance with the approval of the Shareholders of our Company accorded through special resolution passed through a postal ballot dated December 18, 2023 and in terms of Regulation 176(1) of the SEBI ICDR Regulations.
Issue Size	Issue of 21,27,659 Equity Shares aggregating to Rs. 1,99,99.99 Lakhs at a premium of Rs. 938.00 each. A minimum of 10% of the Issue Size i.e. 2,12,766 Equity Shares shall be available for Allocation to Mutual Funds only, and balance 19,14,893 Equity Shares shall be available for Allocation to all Eligible QIBs, including Mutual Funds. In case of under-subscription or no subscription in the portion available for Allocation only to Mutual Funds, such portion or part thereof may be Allotted to other Eligible QIBs.
Date of Board Resolution approving the Issue	November 15, 2023
Date of Shareholders' Resolution approving the Issue	December 18, 2023
Eligible Investors	Eligible QIBs, to whom this Placement Document and the Application Form are delivered and who are eligible to bid and participate in the Issue. For further details, see "***Issue Procedure***", ***"Selling Restrictions" and "Transfer Restrictions"*** on pages 210, 227 and 236, respectively. The list of Eligible QIBs to whom this Placement Document and Application Form is delivered has been determined by our Company in consultation with the Book Running Lead Manager.
Dividend	Please see section "***Description of the Equity Shares***", "***Dividends" and "Statement of Possible Special Tax Benefits"*** on pages 243, 89 and 248, respectively of this Placement Document.
Issue procedure	This Issue is being made only to Eligible QIBs in reliance on Section 42 of the Companies Act, read with Rule 14 of the PAS Rules, and all other applicable provisions of the Companies Act and Chapter VI of the SEBI ICDR Regulations. For further details, see "***Issue Procedure"*** on page 151.
Taxation	Please see section "***Statement of Possible Special Tax Benefits***" on page 248.
Equity Shares issued and outstanding immediately prior to the Issue	2,96,46,250 Equity Shares, being fully paid-up. See Capital Structure on page 82
Equity Shares issued and outstanding immediately after the Issue	3,17,73,909 Equity Shares.

Listing	Our Company has received in-principle approvals from the BSE and the NSE each dated January 12, 2024 under Regulation 28(1)(a) of the SEBI Listing Regulations for the listing of the Equity Shares to be issued pursuant to the Issue.
Trading	The trading of the Equity Shares would be in dematerialized form and only in the cash segment of each of the Stock Exchanges. Our Company will make applications to the respective Stock Exchanges to obtain final listing and trading approvals for the Equity Shares after Allotment of the Equity Shares in the Issue
Lock-up	For details of the lock-up, see "***Placement – Lock-up***" on page 225
Transferability Restrictions	Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of the Stock Exchanges. Please see section "***Transfer Restrictions" and "Selling Restrictions***" on pages 236 and 227, respectively, of this Placement Document.
Use of Proceeds	The gross proceeds of the Issue will aggregate to approximately Rs. 1,99,99.99 Lakh. The net proceeds of the Issue, after deducting fees, commissions and expenses of the Issue, is expected to be approximately Rs. 19,000.00 Lakh. See "***Use of Proceeds***" on page 78 for information regarding the use of Net Proceeds from the Issue.
Risk Factors	Please see section "***Risk Factors***" on page 51 for a discussion of risks you should consider before investing in the Equity Shares.
Closing Date	The Allotment of the Equity Shares, expected to be made on or about January 17, 2024.
Ranking	The Equity Shares to be issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association and shall rank pari passu with the existing Equity Shares of our Company, including rights in respect of dividends. The Shareholders of our Company (who hold Equity Shares as on the record date) will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Bid/ Issue Closing Date, in compliance with the Companies Act, SEBI Listing Regulations and other applicable laws and regulations. Shareholders may attend and vote in shareholders' meetings in accordance with the provisions of the Companies Act. Please see sections "***Dividends***" and "***Description of the Equity Shares***" on pages 89 and 243, respectively.
Security Codes/ Symbols for the Equity Shares	**ISIN**: INE127I01024 **BSE Code**: 530655 **NSE Symbol**: GOODLUCK

SELECTED FINANCIAL INFORMATION

The following tables set out selected financial information derived from our Audited Consolidated Financial Statements and Unaudited Consolidated Financial Results. For further details, please see ***"Management's Discussion and Analysis of Financial Condition and Results of Operations***" and "***Financial Statements***", on pages 90 and 269, respectively.

[The remainder of this page has intentionally been left blank]

SUMMARY CONSOLIDATED BALANCE SHEET

(Rs. In Lakh)

	Particulars	As at			
		September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
		Unaudited	Audited	Audited	Audited
A	**ASSETS**				
(1)	**Non-current assets**				
	(a) Property, plant and equipment	41,117.24	40,062.55	36,277.79	32,512.74
	(b) Capital Work in Progress	7,055.99	3,704.76	3,058.57	1,230.06
	(c) Goodwill	76.66	76.66	76.66	-
	(d) Financial assets				
	(i) Investment (Quoted)	-	-	9.93	-
	(ii) Investment (Unquoted)	350.00	350.00	-	-
	(e) Other non-current assets	600.44	722.36	656.31	609.89
	Total Non-current assets	**49,200.33**	**44,916.33**	**40,079.26**	**34,352.69**
(2)	**Current assets**				
	(a) Inventories	55,091.85	52,010.66	42,807.23	35,252.93
	(b) Financial Assets				
	(i) Investment (Quoted)	9.83	9.83	-	-
	(ii) Trade receivables	36,709.21	35,085.93	28,311.47	23,483.64
	(iii) Cash and cash equivalents	69.32	36.03	27.57	79.27
	(iv) Other balances with banks	1,642.24	1,144.00	1,291.66	968.77
	(c) Other current assets	18,770.96	13,895.13	12,828.35	15,625.81
	Total Current assets	**1,12,293.41**	**102,181.58**	**85,266.28**	**75,410.42**
	TOTAL – ASSETS	**1,61,493.74**	**147,097.91**	**1,25,345.54**	**1,09,763.11**
B	**EQUITY AND LIABILITIES**				
(3)	**Equity**				
	(a) Equity share capital	545.13	545.13	520.13	490.13
	(b) Other equity	67,784.46	61,456.00	46,071.79	37,853.81
	Total Equity	**68,329.59**	**62,001.13**	**46,591.92**	**38,343.94**
(4)	**Non-current liabilities**				
	(a) Financial liabilities				
	(i) Borrowings	10,227.81	9,085.51	11,740.57	12,824.97
	(b) Provisions	644.6	655.04	521.40	468.04
	(c) Deffered tax liabilities (net)	3,391.45	3,228.12	3,262.02	3,186.85
	Total Non-current liabilities	**14,263.86**	**12,968.67**	**15,523.99**	**16,479.86**
(5)	**Current liabilities**				
	(a) Financial liabilities				
	(i) Borrowings	55,115.18	50,668.75	47,302.12	37,256.50
	(ii) Trade payables	12,501.99	12,775.01	10,319.13	9,840.32
	(b) Provisions	1,141.01	1,110.88	454.03	-
	(c) Other current liabilities	10,142.11	7,573.47	5,154.35	7,842.49
	Total Current liabilities	**78,900.29**	**72,128.11**	**63,229.63**	**54,939.31**
	TOTAL EQUITY AND LIABILITIES	**1,61,493.74**	**147,097.91**	**1,25,345.54**	**1,09,763.11**

SUMMARY CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(Rs. In Lakh)

Particulars		For the period Ended	For the year ended		
		September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
		Unaudited	Audited	Audited	Audited
I	**Revenue from operations**	1,74,401.34	307,200.76	261,321.26	157,211.52
II	**Other Income**	278.97	1,479.40	389.05	588.45
III	**Total income**	1,74,680.31	**308,680.16**	**261,710.31**	**157,799.97**
IV	**Expenses**				
	(a) Cost of raw materials consumed	1,30,006.02	232,157.73	191,849.20	115,371.00
	(b) Purchase of stock-in-trade	-	-	0.70	1.20
	(c) Changes in Inventories of Finished Goods, work-in-progress and Stock-in- trade	(2,197.32)	(7,885.58)	(3,539.97)	(3,387.05)
	(d) Employee Benefit Expenses	7,664.15	12,588.51	9,659.86	7,358.66
	(e) Finance Cost	4,111.82	6,551.55	5,734.60	5,467.68
	(f) Depreciation & Amortization Expenses	1,734.42	3,259.47	2,896.58	2,750.00
	(g) Other Expenses	24,752.57	49,903.00	45,051.97	26,219.61
	Total expenses	1,66,071.66	**296,574.68**	**251,652.94**	**153,781.10**
V	**Profit before exceptional item & tax (III - IV)**	**8608.65**	**12,105.48**	**10,057.37**	**4,018.87**
VI	**Exceptional Items**	-	-	**-**	**-**
VII	**Profit/(loss) before tax (V-VI)**	**8,608.65**	**12,105.48**	**10,057.37**	**4,018.87**
VIII	**Tax Expenses**				
	Income tax for previous year	-	240.87	(55.38)	(12.20)
	Current Tax	2,116.86	3,118.42	2,536.50	925.27
	Deferred Tax	163.33	(33.90)	75.17	101.09
	MAT Credit Entitlement/ Tax Adjustment	-	-	-	-
IX	**Profit for the years (VII-VIII)**	**6,328.46**	**8,780.09**	**7,501.08**	**3,004.71**
X	**Other Comprehensive Income for the period**				
A	(i) Items that will not be reclassified to profit or loss	-	-	-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-
B	(i) Items that will be reclassified to profit or loss	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-
	Total Other Comprehensive Income	-	-	**-**	**-**
XI	**Total Comprehensive income for the year**	**6,328.46**	**8,780.09**	**7,501.08**	**3,004.71**
	Basic and Diluted	23.22	33.31	29.48	13.01

SUMMARY CONSOLIDATED STATEMENT OF CASH FLOW

(Rs. In Lakh)

Particulars		For the period Ended	For the year ended		
		September 30, 2023	March 31, 2023	March 31, 2022	March 31, 2021
		Unaudited	Audited	Audited	Audited
A.	**Cash Flow From Operating Activities**				
	Net Profit before tax as per Profit & Loss Account	8,608.65	12,105.48	10,057.37	4,018.87
	Adjustment for:				
	Depreciation	1,734.42	3,259.47	2,896.58	2,750.00
	(Profit)/ Loss on Sale of tangible Assets	(3.45)	(88.78)	(2.37)	5.55
	Interest Income	(172.17)	(137.67)	(117.60)	(93.84)
	Unrealised Exchange loss (Gain)	(376.54)	155.87	(333.20)	(312.75)
	Bad debts written off	12.58	100.64	1,458.74	-
	Loss on investment	-	0.66	0.82	1.70
	Finance Cost	4,111.82	6,551.55	5,734.60	5,467.68
	Operating Profit before working capital changes	**13,916.31**	**21,947.22**	**19,694.94**	**11,837.21**
	Adjustment for:				
	Increase/ (Decrease) in Trade payable	(273.02)	2,455.88	478.81	3,057.41
	Increase/ (Decrease) in other payable	2,558.20	2,553.22	708.22	809.79
	(Increase) / Decrease in Inventories	(3,081.19)	(9,203.43)	(7,554.30)	(3,789.09)
	(Increase) / Decrease in Trade receivable	(1,635.86)	(6,875.10)	(6,286.57)	408.04
	(Increase) / Decrease in Other receivable	(4,875.56)	(1,141.46)	2,761.31	(6,827.85)
	Cash Generated from Operating Activities	**6,607.88**	**9,736.33**	**9,802.41**	**5,495.51**
	Taxes Paid	(1,541.61)	(3,247.58)	(2,027.10)	(1,184.78)
	Net Cash Flow From Operating Activities	**5,066.27**	**6,488.75**	**7,775.31**	**4,310.73**
B	**Cash flow from Investing Activities**				
	Capital expenditure on property, plant & equipment	(6,136.90)	(7,829.63)	(8,531.63)	(2,321.32)
	Proceeds from sale of property, plant & equipment	-	227.99	43.85	16.12
	Investments in equity shares of subsidiary	-	-	(80.00)	-
	Investment in mutual funds	-	-	(10.00)	-
	Investment in Unquoted Shares	-	(350.00)	-	-
	Interest received	172.17	137.67	117.60	93.84
	Net Cash used in Investing Activities	**(5,964.73)**	**(7,813.97)**	**(8,460.18)**	**(2,211.36)**
C	**Cash flow from Financing Activities**				
	Proceeds from issue of Equity Shares & Warrants	-	7,693.80	1,125.00	731.25
	Proceeds from short term borrowings	5,081.96	3,614.05	4,936.14	(2,258.43)
	Proceeds from long term borrowings (net)	(142.21)	(2,911.26)	668.70	4,638.23
	Proceeds from Unsecured Loans (net)	648.95	6.58	0.84	-
	Interest Paid	(4,111.82)	(6,549.35)	(5,722.01)	(5,422.16)
	Dividend Paid	(545.1 3)	(520.14)	(378.84)	-
	Net Cash Flow from Financing Activities	**931.75**	**1,333.68**	**629.83**	**2,311.11)**
	Net increase in cash and cash Equivalents (A+B+C)	33.29	8.46	(55.04)	(211.74)

	Cash and cash equivalents at the beginning of the year	36.03	27.57	79.27	291.01
	Adjustment on account of Business Combination	-	-	3.34	-
	Cash and cash equivalents at the end of the year	69.32	36.03	27.57	79.27

RELATED PARTY TRANSACTIONS

For details of the related party transactions as per the requirements under Ind AS 24, as notified under Section 133 of the Companies Act read with Ind AS rules, as amended for (i) Fiscal Year ended March 31, 2023, see "Financial Statements - Audited consolidated financial statements for Fiscal 2023 – Note 32" on page F-9 (ii) Fiscal Year ended March 31, 2022, see "Financial Statements - Audited consolidated financial statements for Fiscal 2022 – Note 32" on page F-52; and (iii) Fiscal Year ended March 31, 2021, see "Financial Statements – Audited consolidated financial statements for Fiscal 2021 – Note 31" on page F-95.

RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Placement Document, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, the country, the industry and segments in which we currently operate. We have described the risks and uncertainties that our management believes are material but the risks set out in this Placement Document may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in future. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, financial condition and cash flows could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. To obtain a complete understanding of our Company and Subsidiaries, prospective investors should read this section in conjunction with "Our Business", "Industry Overview" and "Management's Discussions and Analysis of Financial Condition and Results of Operations" on pages 168, 116 and 90, respectively, as well as the financial, statistical and other information contained in this Placement Document. The Placement Document also contains certain forward-looking statements that also involve risks and uncertainties. Actual risks could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including considerations described below and in the section titled "Forward Looking Statements" on page 20. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

Unless otherwise stated, references in this section to "our Company", "we", "us", or "our" (including in the context of any financial or operational information) are to Goodluck India Limited and its Subsidiaries on a consolidated basis, and references to "the Issuer" are to Goodluck India Limited and its Subsidiaries on a consolidated basis.

Our fiscal year ends on March 31 of each year. Accordingly, references to "Fiscal", are to the 12-month period ended March 31 of the relevant year. The financial information included in this section for Fiscal 2023, Fiscal 2022 and Fiscal 2021 has been extracted from our Audited Consolidated Financial Statements beginning on page 269.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Steel Tubes & Pipes" dated December 2023 (the "CareEdge Report") prepared and issued by CARE Analytics and Advisory Private Limited and exclusively commissioned and paid for by us to enable the investors to understand the industry in which we operate in connection with the Issue. Unless otherwise indicated, financial, operational, industry and other related information derived from the CareEdge Report and included herein with respect to any particular calendar year or Fiscal refers to such information for the relevant calendar year or Fiscal. For more details, see "Industry Overview" on page 116.

Risks Relating to Our Business

1. ***We do not have firm commitment agreements with our customers. If our customers reduce their purchases from us or choose not to source their requirements from us, there may be an adverse effect on our business, results of operations, financial condition and cash flows.***

We do not have firm commitments or long-term agreements with our customers instead, we rely on purchase orders issued by them, outlining the product prices. Our customers employ selection and review processes when procuring components, assessing manufacturers' capabilities, facilities, and financial stability. Upon securing a contract, we may engage in master agreements or blanket orders that encompass general sales terms, specifications, and pricing policies. However, these agreements don't compel customers to place orders with us, and they retain the right to terminate them with or without cause. These master agreements offer flexibility, allowing customers to adjust order quantities within given schedules, even if the specified quantities are higher. Customers aren't obligated to consistently place orders, and there's typically no minimum quantity requirement. Delivery schedules based on purchase orders govern the quantities of products to be procured, but customers may opt for lesser quantities than specified.

Since customers often provide delivery schedules shortly before product requirements, we lack a substantial order book, making revenue and production volume forecasts challenging.

We typically commit to ordering raw materials from our suppliers based on our customer forecasts and orders. Cancellation by customers, variable take-off or any delay or reduction in their orders can result in a mismatch between the inventory of work-in progress components, raw materials and the manufactured products that we hold. Further, substantially all of our products are customised to specific customer requirements, there could be a time delay in redeploying the equipment, machinery and production lines for use in manufacturing different products, which could adversely affect our business, results of operations and cash flows.

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

Our Company proposes to utilize Rs. 15,000 lakhs of the Net Proceeds in Fiscal 2024 and 2025, towards our estimated working capital requirements. The balance portion of our working capital requirement shall be met inter alia from internal accruals and extending existing or additional working capital facilities from various banks, financial institutions and non-banking financial companies. For details, please see "Use of Proceeds" on page 78.

Summary of our working capital position based on the standalone Financial Statement for three years is given below:

(Rs. In Lakhs)

Particulars	Fiscal 2023 (Audited)	Fiscal 2022 (Audited)	Fiscal 2021 (Audited)
Current Assets			
Inventories	52,010.66	42,807.23	35,252.93
Trade Receivables	35,085.93	28,311.47	23,483.64
Others Financial Assets	9.83	---	---
Other Current Assets	13,898.78	12,938.01	15,628.87
Total Current Assets (A)	**1,01,005.2**	**84,056.71**	**74,365.44**
Current Liabilities			
Trade Payables	12,775.01	10,319.13	9,840.32
Others Financial Liabilities	---	---	---
Provisions	1,109.41	454.03	---
Other Current Liabilities	7,573.25	5,153.90	7,842.12
Total Current Liabilities (B)	**21457.67**	**15927.06**	**17682.44**
Total Working Capital Requirements (A-B)	**79,547.53**	**68,129.65**	**56,683**

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

3. ***We depend on a few suppliers for our raw materials and any delay, interruption or reduction in the supply of raw materials to manufacture our products or volatility in the prices of raw materials, may adversely affect our business, results of operations, financial condition and cash flows.***

We depend on a limited number of suppliers, with whom we do not have long-term contracts for the purchase of raw materials. Our approach involves placing purchase orders periodically for these materials. The primary raw material that we use to manufacture our products is steel and we require different types of steel depending on their alloying elements. In the absence of long-term contracts, we cannot assure you that we will be able to continue to obtain adequate supplies of our raw materials, in a timely manner, in the future. The following tables provide the cost of steel or raw material sourced from our top five and ten suppliers for the Fiscals/ periods indicated:

(Rs. In Lakhs)

Suppliers	September 30, 2023		Fiscal Ended March 31, 2023	
	Amount	Percentage of Supplier	Amount	Percentage of Supplier
Top 5	94,108.15	71.81%	1,76279	75.60%
Top 10	1,10,112.67	84.02%	1,98,534	85.14%

Suppliers	Fiscal Ended March 31, 2022		Fiscal Ended March 31, 2021	
	Amount	Percentage of Supplier	Amount	Percentage of Supplier
Top 5	1,42,685.27	72.83%	93,150.46	80.51%
Top 10	1,65,743.35	84.60%	1,04,844.71	90.62%

Any reductions or interruptions in the supply of raw materials, and any inability on our part to find alternate sources for the procurement of such raw materials or equipment, may have an adverse effect on our ability to manufacture our products in a timely or cost-effective manner. We may also be required to replace a supplier if its products or services do not meet our quality standards or if a supplier unexpectedly discontinues operations due to reasons beyond their or our control, including financing constraints caused by credit market conditions.

Prices of certain raw materials we rely on, such as steel, are linked to commodity markets and thus subject to fluctuation. We cannot assure you that the prices for these raw materials will not be volatile in the future. While in practice we have passed the increase in the cost of raw materials consumed onto our domestic customers, except those companies for whom we supply pursuant to tenders such as railways, government and public sector undertakings, our cash flows may still be adversely affected due to any gap in time between the date of procurement of those raw materials and the date on which we can reset the component prices for our customers so as to account for the increase in the prices of such raw materials. With respect to our arrangements with companies in the railway industry, government and public sector undertakings, as the prices are fixed at the time of issuance of the tender, we are typically unable to pass on any increase in production costs thereafter to such companies or the government.

4. ***Our business is dependent and will continue to depend on our manufacturing facilities, and we are subject to certain risks in our manufacturing process. Any slowdown or shutdown in our manufacturing operations or strikes, work stoppages or increased wage demands by our employees that could interfere with our operations could have an adverse effect on our business, financial condition and results of operations.***

We conduct our operations through Six manufacturing facilities in India, out of which four Plants at Sikandrabad and one at Dadri, (Uttar Pradesh) and one at Kutch, (Gujarat). Our manufacturing facilities operate as a continuous process and our business is dependent upon our ability to manage our manufacturing facilities, which are subject to various operating risks, including those beyond our control, such as the breakdown, failure of equipment or industrial accidents, severe weather conditions and natural disasters. Any significant malfunction or breakdown of our machinery, equipment, reactors, automation systems, IT systems or any other part of our manufacturing processes or systems (together, our "Manufacturing Assets") may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair Manufacturing Assets in a timely manner or at all, our operations may need to be suspended until we procure the appropriate Manufacturing Assets to replace them. In addition, we may be required to carry out planned and unplanned shutdowns of our facilities for maintenance, statutory inspections, customer audits and testing, or may shut down certain facilities for capacity expansion and equipment upgrades.

As of December 1, 2023, our employee count exceeded 2692, with a workforce comprising over 150 engineers. The success of our operations hinges on the availability of labour and maintaining positive relationships with our workforce. Potential strikes or lockouts arising from disputes with our labour force could detrimentally impact our operations. While we haven't encountered any work stoppages due to labour disputes or cessation of work in the past three fiscal years, we cannot guarantee the absence of such events in the future. The occurrence of strikes or lockouts has the potential to disrupt our operations and could materially adversely affect our business, financial condition, and results of operations.

Although we have not experienced any significant disruptions at our manufacturing facilities in the past three years (save in respect of the COVID-19 pandemic), we cannot assure you that there will not be any disruptions in our operations in the future save and except during a force majeure situation like we have witnessed during covid. Our inability, if any, to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shutdown of our operations or the under-utilization of our manufacturing facilities, which in turn may have an adverse effect on our business, financial condition and results of operations.

5. ***We are subject to certain risks consequent to our operations involving the manufacture, usage and storage of various substances. In addition, non-compliance with and changes in, safety, health, environmental and labour laws and other applicable regulations, may adversely affect our business, financial condition and results of operations.***

Our operations are subject to operating risks associated with forged products manufacturing. Certain operations at our manufacturing facilities, including die-grinding, forging or heat treatment can cause accidents during the manufacturing process resulting in serious injuries or death of employees or other persons, if improperly handled, and cause damage to our properties or equipment and the properties of others or to the environment. Further, our operations are subject to significant hazards, including explosions, fires, mechanical failures and other operational problems, weather and natural disasters, discharges or releases of hazardous substances, chemicals or gases; and other environmental risks.

In addition, we are subject to laws and government regulations, including in relation to safety, health, environmental protection and labour. These laws and regulations impose controls on health and environment and other aspects of our manufacturing operations. The occurrence of any of these hazards could result in a suspension of operations and the imposition of civil or criminal liabilities. We may also face claims and litigation, filed on behalf of persons alleging injury predominantly as a result of occupational exposure to hazards at our manufacturing facilities. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our business, results of operations, financial condition and cash flows could be adversely affected. Any noncompliance with manufacturing standards as prescribes under law may have an adverse effect on our business, financial condition and results of operations.

6. Our manufacturing facilities are concentrated in a limited region and any adverse developments affecting this region could have an adverse effect on our business, results of operations, financial condition and cash flows.

All our manufacturing facilities are located in Northern and Western region in India in the states of Uttar Pradesh and Gujarat. Consequently, any significant social, political or economic disruption, or natural calamities or civil disruptions in this region, or changes in the policies of the state or local governments of this region or the Government of India, could require us to incur significant capital expenditure and change our business strategy. We cannot assure you that there will not be any significant disruptions in our operations in the future. The occurrence of, or our inability to effectively respond to any such event, could have an adverse effect on our business, results of operations, financial condition and cash flows.

7. Any failure to compete effectively in the highly competitive industries in which we operate could have an adverse effect on our business, results of operations, financial condition and cash flows.

We encounter competition both domestically and internationally as we strive to retain our existing business and secure new opportunities. The success of these endeavours hinges on various factors, including product quality and reliability, the extent of our product range, design and innovation, technological and manufacturing capabilities, the quality of our services, pricing, and brand recognition. Some competitors may possess distinct advantages, such as being significantly larger, more diversified, and having greater market penetration, financial resources, personnel, and marketing capabilities than us. This competitive edge could empower them to finance acquisitions, facilitate international expansion, respond swiftly to technological changes, and operate in more diverse geographies and product portfolios. We confront escalating competition across our product spectrum, with some competitors potentially capable of producing similar or identical products at lower costs than ours.

With new entrants and further expansion by our existing competitors in our industry, we expect to face competitive pricing pressure from lower-cost manufacturers to increase as our customers continue to expand their manufacturing footprints in emerging markets, thereby providing local manufacturers with opportunities to compete. In addition, manufacturers that do not currently compete with us could expand their product portfolios to include products that would compete directly with ours. Changes in the product focus of larger manufacturers could also result in such manufacturers establishing relationships with our customers that may reduce or entirely replace our business with those customers.

In addition, we cannot assure you that we will remain competitive with respect to technology, design and quality to our customers' satisfaction. We may incur significant expenses in preparing to meet anticipated customer requirements, which may not be recovered. If we are unable to effectively compete with international or domestic competitors, our market share may decrease and our margins may reduce, which could adversely affect our business, results of operations, financial condition and cash flows. For details, see "Our Business – Description of Our Business – Competition" on page *186*.

Moreover, heightened consolidation within our industry could enable competitors to leverage economies of scale, expand their product portfolios comprehensively, and enlarge their serviceable markets. Additionally, competitors might gain control or influence over our suppliers or customers through shareholdings, potentially impacting our supplier relationships negatively. Our capacity to establish alliances or promptly adjust customer pricing in response to demand or market trends may be limited, and our failure to do so could adversely affect our business, results of operations, financial condition, and cash flows.

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

We develop, manufacture and market a diverse range of speciality steel and iron which have applications across a wide spectrum of uses including ERW Precision & CDW Tubes, Forged Flanges, and Custom Forgings, Power & Telecom Towers, Solar Structures, ERW Hot Dip Galvanized Pipes, Black Pipes, Black & GI Hollow Sections, CR Coils, CRCA, Road Safety Product Galvanized Plain & Corrugated Sheets amongst other industries. Some of our customers maintain strict qualification and/or certification procedures. Our products go through various quality checks at various stages including random sampling check and quality check internally. Some of our key customers have audited and approved our facilities and manufacturing processes in the past and may undertake similar audits periodically in the future. These successful audits play a critical role in customer retention, and any issues that arise in the course of these audit may lead to loss of the particular customer. Further, failure of our products to meet prescribed quality standards may result in rejection and reworking of our products. This may result in our customers cancelling present or future purchases of our products and could adversely affect our business, financial condition and results of operations.

We have ISO 14001:2015 and ISO 9001 certifications for Environmental Management System and Quality Management System respectively for our manufacturing facilities located at Uttar Pradesh and Gujarat. While we have put in place quality control procedures, we cannot assure that our products will always be able to satisfy our prescribed quality standards. Our quality control procedures may fail to test for all possible conditions of use or identify all defects in the manufacturing of our products. Any failure on our part to successfully maintain quality standards for our products may affect our customer relationships, which may adversely affect our business, financial condition, results of operations and prospects.

9. ***Our failure to manage growth effectively may adversely impact our business, financial condition and results of operations.***

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. For further information, see "Our Business – Strategies" on page 175. Our ability to sustain growth depends primarily upon our ability to manage key issues such as our ability to sustain existing relationships with our clients, ability to obtain raw materials at better prices, ability to compete effectively, ability to scaling up our operations, adhering to high quality and execution standards, our ability to expand our manufacturing capabilities and our presence in India as well as globally, our ability to continue to manufacture steel and iron pipes, the effectiveness of our marketing initiatives, selecting and retaining skilled personnel. Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategies. Sustained growth also puts pressure on our ability to effectively manage and control historical and emerging risks. Our inability to effectively manage any of these issues may adversely affect our business, financial condition and results of operations.

Our business growth could strain our managerial, operational, and financial resources. Our ability to manage future growth will depend on our ability to continue to implement and improve operational, financial and management information systems on a timely basis and to expand, train, motivate and manage our workforce. There can be no assurance that our personnel, systems, procedures, and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. Our inability to manage our business and implement our growth strategy could have a material adverse effect on our business, financial condition, and profitability.

10. ***We plan to increase our installed manufacturing capacity. If increases in installed capacity do not result in increases in our revenue from operations, it could have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our growth is dependent on making investments to increase our installed manufacturing capacity, primarily for manufacturing new products. Accordingly, we have made investments in increasing our installed manufacturing capacity. For example, we are setting up 50 KTPA capacity in Precision Tubes segment by Q1-FY2025, taking the total capacity to 130 KTPA from 80 KTPA at our manufacturing plant. If the increases in installed capacity do not result in increases in our revenue from operations, whether due to factors within or outside of our control, such as general economic conditions, failure to predict customer demand or understand market requirements for new product lines, it could have an adverse effect on our business, results of operations, financial condition and cash flows.

11. ***Fluctuation in the prices of raw materials may affect our ability to price our products competitively. In addition, restrictions on import of raw materials and an increase in shipment cost may adversely impact our business, financial condition and results of operations.***

The raw materials we use in our manufacturing process are primarily sourced from third party suppliers. For Fiscal 2023, Fiscal 2022 and Fiscal 2021, our cost of materials consumed amounted to Rs. 2,32,157.73 Lakhs, Rs. 1,91,849.20 Lakhs, Rs. 1,15,371 Lakhs, respectively, and constituted 78.28%, 76.24% and 75.02%, respectively, of our total expenses. Our raw materials include steel the prices of which have been volatile in the past. As a result, we continue to remain susceptible to the risks arising out of raw material price fluctuations which could result in declining operating margins and adversely affect our business, financial condition and results of operations.

While we have been able to pass on increase in prices of raw material to our customers, there have also been occasions when we have been unable to pass on increases in raw materials prices to our customers. Any such increases in prices of raw materials in future could adversely affect our ability to price our products competitively. Some of our raw material imports may be regulated that, inter alia, allows the concerned authority to stop any import if it is deemed that the chemicals proposed to be imported may cause major accidents. We are unable to assure you that such regulations would not be made more stringent which would consequently restrict our ability to import raw materials from other jurisdictions. We also cannot assure you that, under these circumstances, we will be successful in identifying alternate suppliers for raw materials or we will be able to source the raw materials at favourable terms in a timely manner. Any restriction on import of raw materials could have an adverse effect on our ability to deliver products to our customers, and our business, financial condition and results of operations.

Further, in the future, if there are any trade restrictions, sanctions or higher tariffs being placed by India on imports from another country or similar restrictions placed by the exporting country for supply of products to India, such trade restrictions, sanctions or higher tariffs may significantly impact our sourcing decisions and It may lead to increased cost of purchase, and shortages of materials, which could impact our supply commitment to our customers and adversely affect our manufacturing activities. Accordingly, such trade restrictions, sanctions or higher tariffs could have a material adverse effect on our business, financial condition and results of operations.

12. ***We are Subject to counterparty credit risk and any delay in receiving payments or non-receipt of payments from our customers could have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our operations involve extending credit to customers for the sale of our products, exposing us to the risk of uncertainty regarding the timely receipt of outstanding amounts. Changes in macroeconomic conditions, such as an upswing in interest rates or a credit crisis in the global financial system, may result in financial challenges for our customers, including restricted access to credit markets, insolvency, or bankruptcy. These circumstances could prompt customers to delay payments, request modifications to payment terms, or default on their payment obligations, leading to an increase in our receivables. We cannot guarantee an accurate assessment of our customers' creditworthiness. The table below provides details of our Debtors days and trade receivables for the indicated fiscal periods:

Particulars	Fiscal Ended March 31, 2023	Fiscal Ended March 31, 2022	Fiscal Ended March 31, 2021
Debtors days (Number of Days)	42	40	55
Trade Receivables (Rs. in lakhs)	35,085.93	28,311.47	23483.64

Any significant delay in receiving payment or non-receipt of payments from our customers may adversely affect our business, results of operations, financial condition and cash flows.

13. ***We have entered into a number of related party transactions and may continue to enter into such transactions under Ind AS 24, in the future, and there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.***

We have, in the past, entered into related party transactions with various parties aggregating to Rs. 3034.34 Lakhs, Rs. 1605.62 Lakhs and Rs. 4456.02 Lakhs for the Fiscals 2023, 2022 and 2021, respectively, in the ordinary course of our business. For further details, see "*Related Party Transactions*" beginning on page 50.

While we believe that all of our related party transactions have been conducted on an arm's length basis in the ordinary course of business, we cannot assure you that we could have achieved more favourable terms had such transactions been entered into with unrelated parties. Furthermore, we may continue to enter into related party transactions in the future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our business, financial condition or results of operations. Further, the transactions with our related parties may potentially involve conflicts of interest and we cannot assure you that such disputes arising between us and related parties will be resolved in our favour.

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

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

In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with technical expertise that our business requires.

There is significant competition for management and other skilled personnel in the speciality Steel industry in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. In the event that we are not able to attract and retain talented employees as required for conducting our business, or if we are unable to motivate and retain existing employees, our business, financial condition and results of operations may be adversely affected. For further information, see "*Board of Directors and Senior Management Personnel*" on page 189.

15. Our performance may be adversely affected if we are not successful in forecasting customer demands, managing our inventory or working capital.

We maintain adequate inventory of raw material requirements for the manufacture of the products and we forecast the demand for raw materials on the basis of our operating levels and market insights on demand. Efficient inventory management is a key component of the success of our business, financial condition and results of operations. To be successful, we must maintain sufficient inventory levels and an appropriate product sales mix to meet our customers' demands, without allowing those levels to increase to such an extent that the costs associated with storing and holding other inventory adversely affects our results of operations. If our raw materials purchase decisions do not accurately predict sourcing levels, customer trends or our expectations about customer demands and needs are inaccurate, we may have to take unanticipated markdowns or impairment charges to dispose of the excess or obsolete inventory, which can adversely affect our results of operations. In addition, our working capital requirements have increased in recent years due to the general growth of our business. If a client defaults in making its payment on a product to which we have devoted significant resources, it may also affect our profitability and liquidity and decrease the capital resources that are otherwise available for other uses. All of these factors may result, or have resulted, in increases in our working capital requirements. If we are unable to finance our working capital needs, or secure other financing when needed, on acceptable commercial terms or at all, it may adversely affect our business, financial condition and results of operations.

16. We own plant & machinery, resulting in increased fixed costs to our Company. In the event we are not able to generate adequate cash flows it may have a material adverse impact on our operations.

We own plant & machineries, resulting in increased fixed costs of our Company. In the event, we are unable to generate or maintain adequate revenue in a timely manner or at all, it could have a material adverse effect on our financial conditions and operations. In case, we do not use the plant & machineries, our fleet of machines will be under-utilized and we may not be able to keep them in good working condition or we may not be able to manage the up-keep expenses of these equipment's.

The Company has incurred following maintenance cost in last 3 financial years:

(Rs. In Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Repairs & Maintenance Expense related to Plat & Machinery	2774.53	2357.34	1307.58
Revenue from Operations	3,07,200.76	2,61,321.26	1,57,211.52
% of total revenue	0.90%	0.90%	0.83%

17. Our commercial success depends on the success of our customer's products with end consumers. Any decline in the demand for our customer's products would adversely impact the demand for our products.

Our products are used by our customers on various applications across a wide spectrum of industries including the CDW/DOM Tubes, Forgings, Infra & Energy, Road Safety, Pipes & Tubes and Coils and Sheets. Our commercial success also depends to a large extent on the success of our customers' products with end consumers. The success of the end products manufactured by our customers depends on our customers' ability to identify early on, and correctly assess consumer market preferences. We cannot assure you that our customers will correctly assess consumer preferences in a timely manner or that demand for goods in which our products are used will not decline. If the demand for the products in which our products are used declines, it could have a material adverse effect on our business, financial condition and results of operations.

18. The Associate of Book Running Lead Manager ("BRLM") (as defined under the SEBI Merchant Bankers Regulations) and their respective relatives hold Shares as on the date of this Placement Document.

The Associates of Book Running Lead Manager ("BRLM") ***(as defined under the SEBI Merchant Bankers Regulations)*** and their respective relatives hold 1,23,200 Equity Shares as on the date of this Placement Document. These equity shares are held by the executives of BRLM and their relatives. The executives of BRLM and their respective associates have not been allotted any equity share after their appointments to the role of BRLM. The respective associates of BRLM may engage in transactions with and perform services for our Company and affiliates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company for which they may have received, and may in future receive compensation.

19. Certain sections of this Placement Document disclose information from the CareEdge Report which is a paid report and commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.

Certain sections of this Placement Document include information based on, or derived the report titled "Engineering Steel Products" dated December 2023, prepared and released by CARE Analytics and Advisory Private Limited, which is not related to our Company, Directors or Promoters. We have commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Issue. All such information in this Placement Document indicates source of the information. Accordingly, any information in this Placement Document derived from, or based on, the such third-party report should be read taking into consideration the foregoing.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Industry sources do not guarantee the accuracy, adequacy or completeness of the data. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, he BRLM or any of our or their 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 subjective 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, these third-party reports are not a recommendation to invest or disinvest in any company. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information. In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Issue pursuant to reliance on the information in this Placement Document based on, or derived from, the CareEdge Report. You should consult your own advisors and undertake an independent assessment of information in this Placement Document based on, or derived from the CareEdge Report, before making any investment decision regarding the Issue. See "*Industry Overview*" on page 116.

20. 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, financial condition and cash flows.

We have entered into various financing arrangements with various lenders for short-term and long terms facilities. As of September 30, 2023, our total borrowings amounted to Rs. 65,435.95 lakhs. Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to generate sufficient cash flows to service such debt. Any additional indebtedness we incur may have significant consequences, including, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditure and reducing our flexibility in planning for or reacting to changes in our business, competition pressures and market conditions.

In terms of security, we are required to create a mortgage or charge over our current assets, movable and immovable properties. We may also be required to furnish additional security if required by our lenders. Additionally, these financing agreements also require us to maintain certain financial ratios such as liquidity ratios (i.e. current ratio); leverage ratios (i.e., debt to equity ratio, interest coverage ratio, debt service coverage ratio) and fixed assets coverage ratio. We cannot assure you that the relevant lender will not require us to repay any part of the relevant borrowings or exercise their rights under the financial agreement. We cannot assure you that we will be able to comply with these financial or other covenants at all times or that we will be able to obtain the consent necessary to take the actions that we believe are required to operate and grow our business.

21. ***We may be unable to obtain, renew or maintain statutory and regulatory permits, licenses and approvals required to operate our business and operate our manufacturing facilities, which could have an adverse effect on our business, results of operations, financial condition and cash flows.***

We require certain statutory and regulatory permits, licenses and approvals to operate our business, such as consents to establish and operate from the state pollution control boards (where our manufacturing facilities are located), registration and licenses issued under the Factories Act for our manufacturing facilities, fire safety licenses from fire safety authorities, license under the Explosives Act, registration certificates issued under various labour laws, including contract labour registration certificates and licenses as well as various taxation related registrations, such as registrations for payment of GST and service taxes. Additionally, our licenses, permits and approvals impose certain terms and conditions that require us to incur significant costs and restrict certain of our business activities. We cannot assure you that our approvals, licenses, permits and registrations may not be revoked or suspended in the event of any non-compliance with any terms or conditions set forth thereof.

In the future, we will be required to regularly renew permits, licenses and approvals for our business, and to obtain new permits, licenses and approvals for any proposed expansion. While we will endeavour to renew or obtain such permits, licenses and approvals as required, we cannot assure you that the relevant authorities will issue any such approvals within our anticipated timeframe or at all.

Further, we cannot assure you that the legal framework, licensing and other regulatory requirements or enforcement trends in the industries and jurisdictions in which we operate will not further change in a manner that makes it more costly or difficult to renew or obtain the statutory and regulatory permits, licenses and approvals we require to operate our business, or that we will be successful in responding to such changes. Moreover, as we grow our business, the requirements for obtaining new licenses, approvals and authorisations will also increase. If we lose or are otherwise unable to maintain any of our required licenses, registrations, permits and approvals under the applicable laws and regulations, our business operations may be adversely affected which in turn could have an adverse effect on our results of operations, financial condition and cash flows.

22. ***Our manufacturing process requires our labourers to work under potentially dangerous circumstances. In the event of any accidents, our Company may be held liable for damages and penalties which may impact the financials of our Company.***

Our employees/labour may be required to work under potentially dangerous circumstances in the operation of our manufacturing unit associated with the handling, storage, movement and production of our Products, as well as accidents such as fire and explosions. Any mishandling of our equipment and machineries could also lead to serious and sometimes fatal accidents. These accidents can cause personal injury and loss of life, severe damage to and destruction of property and equipment, environmental damage and may result in the suspension of operations and the imposition of civil and criminal liabilities. Liabilities incurred as a result of these events have the potential to adversely impact our financial position and reputation. Events like these could result in liabilities, or adversely affect our reputation with suppliers, customers, regulators, employees and the public, which could in turn affect our financial condition and business performance.

23. ***We have significant power and fuel requirements and any increases in the price or inadequate supply of power and fuel may adversely affect our business, results of operations, financial condition and cash flows.***

We require substantial power and fuel for our manufacturing facilities. The following tables set forth below our power and fuel expenses for the Fiscals/ periods indicated:

Particulars	Power and Fuel Expenses (Rs. In Lakhs)	Percentage of Revenue from Operations%
Fiscal 2023	12099.97	3.94%
Fiscal 2022	8857.74	3.39%
Fiscal 2021	5917.40	3.76%

We purchase utilities for our operations from the state electricity board. In case the cost of electricity from state electricity boards is increased significantly and we are not able to pass on such increase to our customers, our cost of production and profitability will be adversely affected. Interruptions of electricity supply can result in production shutdowns, increased costs associated with restarting production and the loss of production in progress. Any significant increase in power price or increased interruptions may require us to add captive power generation capacity which will lead to incremental capital expenditure which may adversely impact our results from operations. If energy costs were to rise, or if electricity supplies or supply arrangements were disrupted, our business, results of operations, financial conditions and cash flows will be adversely impacted.

24. ***We are exposed to the risks of malfunctions or disruptions of information technology systems.***

We depend on information technology systems and accounting systems to support our business processes, including designing, planning, execution, procurement, inventory management, quality control, product costing, human resources and finance. Although these technology initiatives are intended to increase productivity and operating efficiencies, they may not achieve such intended results. These systems may be potentially vulnerable to outages due to fire, floods, power loss, telecommunications failures, natural disasters, computer viruses or malware, break-ins and similar events. Effective response to such disruptions or malfunctions will require effort and diligence on the part of our third-party distribution partners and employees to avoid any adverse effect to our information technology systems.

25. ***We are exposed to foreign currency exchange rate fluctuations, which may adversely affect our results of operations, financial condition and cash flows.***

Our financial statements are presented in Indian Rupees. Our foreign currency exchange exposure relates primarily to the operating activities (when the revenue or expense is denominated in foreign currency) and borrowings in foreign currencies. Our foreign currency transactions are in USD, Euro and GBP. The following table provide details of net exposure to foreign currency risk (assets minus liabilities) as of the relevant date:

(Rs. In lakhs)

Foreign Currency (Rs. equivalent of)	Fiscal Ended March 31, 2023	Fiscal Ended March 31, 2022	Fiscal Ended March 31, 2021
USD	3618.24	4672.78	2850.94
EURO	420.63	1713.83	1411.75
GBP	488.80	318.31	206.90

Our foreign currency exposures, exchange rate fluctuations between the Indian Rupee and foreign currencies, especially the USD, Euro and GBP, may have an impact on our results of operations, financial condition and cash flows.

26. ***We may receive notices from regulatory authorities including environmental authorities, which may result in litigation, penalties, fines or cancellation or suspension of our operating licenses.***

Our operations, particularly at our manufacturing plants, are subject to stringent scrutiny, inspection and audit from third party environmental agencies, including governmental authorities. Certain such notices received are industry-wide notices that are dispatched by the authorities and are not specific to us. While no such notice has materialized into a litigation and no material fines or penalties have been imposed by regulatory authorities in the past. We cannot assure you that such notices will not culminate in legal proceedings in the future, neither can we assure you that fines, penalties or damages will not be imposed on us pursuant to such notices.

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

27. ***A slowdown or shutdown in our manufacturing operations could have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our business is dependent upon our ability to manage our Manufacturing Facilities, which are subject to various operating risks, including productivity of our workforce, compliance with regulatory requirements and those beyond our control, such as the breakdown and failure of equipment or industrial accidents, severe weather conditions, natural disasters, as well as loss of licenses, certifications and permits, regulatory changes and government imposition of closure or lockdown. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs, difficulties with production costs, product quality issues, disruption in electrical power or water resources and could cause disruptions in our operations or shut down the affected Manufacturing Facility.

Our inability to effectively respond to any shutdown or slowdown and rectify any disruption, in a timely manner and at an acceptable cost, could result in us being unable to satisfy our contractual commitments, could have an adverse effect on our business, financial condition and results of operations.

Further, we have employed a total of 2692 permanent employees, as of December 01, 2023. Although, we have not experienced any strikes or labour unrest in the past, there can be no assurance that we shall not experience disruptions in work in the future due to disputes or other problems with our work force. Any disagreements with labour unions or labour unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations, which in turn could adversely affect our business, financial condition and results of operations and cash flows.

28. ***Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.***

Our Company has paid dividends to its shareholders during the last three Financial Years. For information, see "*Dividends*" on page 89. However, our future ability to pay dividends will depend on various factors, including, earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictions under financing arrangements. Our business is capital intensive and we may plan to make additional capital expenditures to complete our expansion projects, or to develop new projects. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and in accordance with our dividend distribution policy with applicable law. We cannot assure you that we will be able to pay dividends in the future.

29. ***We are subject to strict performance requirements, and any failure by us to comply with these performance requirements may lead to product liability and other civil claims and additional costs incurred from product recalls or the cancellation of existing and future orders, which could harm our business, results of operations, financial condition and cash flows.***

We are actively involved in the production and supply of diverse automotive and non-automotive components, offering warranties for conformity to customer-provided specifications and drawings, as well as continued product usage for a specified duration or cycles. Given the critical applications of our products, any failure to meet quality standards could result in product liabilities, especially if our products fail to perform as expected or are implicated in bodily injury or property damage claims.

Considering the nature of our products and the industries we serve, non-compliance with quality standards may lead to the cancellation of existing and prospective orders or legal liability, significantly impacting our business, results of operations, financial condition, and cash flows. Although we have not encountered any instances of liability in the past three fiscal years, we cannot guarantee the absence of such occurrences in the future. In the event of any legal proceedings, potential recovery amounts sought by plaintiffs may be substantial, and the extent of potential losses related to lawsuits may remain uncertain for significant periods. Additionally, defense and settlement costs can be significant, even in cases where claims lack merit.

Further, due to the longer useful life of some our products, latent defects may not appear for several years, and any adverse determination may have an adverse effect on our business, results of operations, financial condition and cash flows. Our insurance coverage taken for this purpose may not be sufficient to cover losses or other costs which we might incur. Although we have product liability insurance, we may not be covered for all situations that may arise with regard to any defects in our products.

30. ***We may receive customer complaints and as a result may face product recalls, product liability claims and legal proceedings, if the quality of our Products does not meet our customers' expectations, in which case our business and revenues, and ultimately our reputation, could be negatively affected.***

Although in the past we have not received any major complaints from our stockists, traders, distributors and clients with respect to our product quality, we have no control over our stockists, traders, distributors and clients (i) alleging harm/loss caused to them due to the quality of products supplied by us; and (ii) instituting product liability claims, product recall claims and legal proceedings against us and our promoters and directors claiming product recalls, liquidated damages, indemnification claims etc. and therefore, we cannot assure that we shall not experience any product recalls or material product liability losses in the future or that we shall not incur significant costs to defend any such claims. In case (i) such actions are instituted against the Company and/or our promoters and directors or are alleged to cause harm/loss to such entities; or (ii) there is a change in applicable law or there are rulings against us by courts or tribunals in relation to the quality of our Products, we may need to make provisions in our financial statements, which could increase our expenses and our current liabilities. Further, any such situation may have a reputational impact on our brand, goodwill and market presence and our stockists, traders, distributors and clients may choose to not do business with us, which could have an adverse effect on our business, financial condition or results of operations. Further, we do not have any insurance cover to protect us from claims from customers in our international markets.

A product recall or a product liability claim entails significant costs which may be in excess of our available insurance coverage, and may expose us to unanticipated losses/exposures thereby adversely affecting our reputation, business and revenues.

31. ***A shortage or unavailability of electricity or water could affect our manufacturing operations and have an adverse effect on our business, results of operations and financial condition.***

Our Manufacturing facilities and registered office have adequate power supply position from the public supply utilities. For the Manufacturing facilities, we have a connected load of 10 MW from state utilities and having Agreement for solar power energy to generate 20 MW(AC) as a captive power for 25 years. Any shortage or non-availability of electricity or failure of the state electricity grid could delay our operations at the Manufacturing facilities which may consequently adversely affect our delivery timelines to our customers. Any such delay may have an adverse effect on our business, results of operations and financial condition.

Further, we require regular water supply for our manufacturing processes which is currently being sourced from private water tanker suppliers. Although, we have not witnessed any major shortfall in supply of water, we do not have long-term supply arrangements with these suppliers, and there can be no assurance that we shall be able to secure our water requirements through these suppliers in a timely manner or at all. Any shortage or nonavailability water supply could delay our operations at the Manufacturing facilities which may consequently adversely affect our delivery timelines to our customers. Any such delay may have an adverse effect on our business, results of operations and financial condition.

32. ***Our Company was incorporated in 1986 and we are unable to trace some of our historical records. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to the missing filings and corporate records, which may impact our financial condition and reputation.***

We are unable to trace some of our historical records, including the form filings made with the RoC. We may be unable to obtain copies of these documents in the future to ascertain details of the relevant transactions. For instance, we have been unable to trace the following corporate records and regulatory filings of our Company:

- return of allotment filed with RoC, including the payment challans thereof, certain minutes of the meetings of the board and/or shareholders and regulatory forms with respect to certain allotments of equity shares (for allotments on March 01, 1987, March 10, 1987, April 16, 1987, March 30, 1988, March 31, 1989, March 15, 1993, November 02, 1993, August 27, 1994 and June 17, 1995) made by the Company.

- names of allottees for above mentioned allotments.

While no legal proceedings or regulatory action has been initiated against our Company in relation to the unavailable filings and statutory lapses as of the date of this Placement Document, we cannot assure you that such proceedings or regulatory actions will not be initiated against our Company in the future in relation to the missing filings and corporate records. The actual amount of the penalty which may be imposed or loss which may be suffered by our Company cannot be ascertained at this stage and depends on the circumstances of any potential action which may be brought against our Company. We cannot assure you that any such proceedings will not have a material adverse effect on our financial condition or reputation.

33. ***The pricing in the steel industry is subject to market demand, volatility and economic conditions. Fluctuations in steel prices may have a material adverse impact on our business, results of operations, prospects and financial conditions.***

Low steel prices adversely affect the businesses and results of operations of steel product producers generally, including ours, resulting in lower revenue and margins and write-downs of products and raw material inventories.

Further, substantial decreases in steel and steel product prices during periods of economic weakness have not always been balanced by commensurate price increases during periods of economic strength. Any sustained price recovery shall require a broad economic recovery, in order to underpin an increase in real demand for steel and steel products by end users. In addition, the volatility, length and nature of business cycles affecting the steel and steel products industry may become increasingly unpredictable, and the recurrence of another major downturn in the industry may have a material adverse impact on our business, results of operations, financial condition and prospects.

34. ***Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage which may impact on our results of operations, financial condition and cash flows.***

Our Company believes that its insurance coverage is adequate and consistent with industry standards. While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, 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. Company have not suffered any losses due to above incidents in last 3 years. As the Company have not suffered any losses in last 3 years so accordingly no insurance has been claimed.

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, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further details on our insurance arrangements, please refer "*Our Business – Insurance*" on page no. 186.

35. ***Information relating to the installed capacity and capacity utilisation included in this Placement Document is based on various assumptions and estimates and capacity utilisation may vary.***

Information relating to the installed capacity and capacity utilisation included in this Placement Document are based on various assumptions and estimates of our management that have been taken into account in the calculation of our installed capacity and capacity utilisation. In addition, capacity utilisation is calculated differently in different countries, industries and for the different kinds of products we manufacture. Undue reliance should therefore not be placed on our historical installed capacity and capacity utilisation for our existing manufacturing facilities. For tables showing our installed capacity and capacity utilisation for our manufacturing divisions, see "Our Business – Capacity and Capacity Utilisation" on page 183.

36. ***There are certain instances of delays in payment of statutory dues by us. Any further delays in payment of statutory dues may attract financial penalties from the respective government authorities and in turn may have a material adverse impact on our financial condition and cash flows.***

During the last three Financial Years, we have had instances of delays in the payment of certain statutory dues with respect to GST, TDS, tax collected at source, provident fund contributions, professional tax, ESIC, labour welfare fund contributions amongst others, which have all been paid as on the date of this Placement Document. There can be no assurance that such delays may not arise in the future. This may lead to financial penalties from respective government authorities which may have a material adverse impact on our financial condition and cash flows.

37. ***Some of our Certificate and Licences are in old name.***

Some of our certificates, licenses, registrations, or other relevant documents are presently retained under its former name. However, the Company is in the process to diligently change the name on its certificates by submitting the application to effectuate the registration of these documents under its updated name.

38. ***We conduct certain business operations on leased premises and our inability to renew such leases may adversely affect our business, results of operations and financial condition.***

We have lease arrangements for some of our manufacturing facilities, warehouses, offices and guest house. While the lease agreements for our manufacturing facilities are typically long term in nature and provide us with an option to renew them, they also provide the lessor with the right to terminate the lease for non-compliance of the terms of the agreement. We cannot assure you that we will be able to renew our leases on commercially acceptable terms or at all. In case of any deficiency in the title of the owners from whose premises we operate, breach of the contractual terms of any lease, leave and licensing agreements, or if any of the owners of these premises do not renew the agreements under which we occupy the premises, or if they seek to renew such agreements on terms and conditions unfavourable to us, or if they terminate our agreements, we may suffer a disruption in our operations and will have to look for alternate premises.

39. ***Employee misconduct could harm us and is difficult to detect and deter.***

Misconduct by our employees or executives could bind us to transactions that exceed authorised limits, present unacceptable risks or involve us in unauthorised or unlawful activities without our knowledge, which may result in penalties, damage to our reputation and loss of business from our customers. Employee or executive misconduct could also involve the improper use or disclosure of confidential information, which could result in serious reputational and financial harm, including harm to our brand. Further, the precautions taken and systems put in place to prevent, detect and deter such activities may not be effective in all cases and could have an adverse effect on our business, results of operations, financial condition and cash flows.

40. ***There are outstanding legal proceedings involving us. Any adverse outcome in such proceedings may have an adverse effect on our business, results of operations, financial condition and cash flows.***

We are contesting certain legal proceedings in various courts, including certain civil, criminal and taxation cases that have been filed by us or against us, which are pending at different levels of adjudication before various courts, tribunals and other authorities. For further details of the legal proceedings that we are subject to, see *"Legal Proceedings"* on page 256. We cannot assure you that the outcome of any of these legal proceedings will be favourable. Any adverse decision in any of these cases may adversely affect our business, results of operations, financial condition and cash flows. Such proceedings could divert our management's time and attention and consume our financial resources in their defence or prosecution. A summary of such outstanding legal proceedings as on the date of this Placement Document is set forth below:

Types of Proceedings	Number of Cases	Amount (In Rs. Lakhs)
Litigation against our Company		
Criminal proceedings	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Other pending material litigation	Nil	Nil
Direct and indirect tax proceedings*	8	64.77
Litigation by our Company		
Criminal proceedings	16	74.68
Other pending material litigation	5	82.70
Litigation against our Subsidiaries	Nil	Nil
Litigation by our Subsidiaries	Nil	Nil
Litigation against our Directors		
Criminal proceedings	2	6.00
Civil Proceedings	1	Nil
Litigation by our Directors	Nil	Nil
Litigation against our Promoters	Nil	Nil
Litigation by our Promoters	Nil	Nil

* *To the extent quantifiable*

**Tax litigations of income tax, GST, sales tax, custom, etc. involving tax liabilities, if any and pending at various forums are sub judice and therefore not considered as defaults until the final order is received.*

41. ***If we are not successful in managing our growth, our business may be disrupted and our profitability may be reduced.***

We have experienced a steady growth in recent years and expect our businesses to continue to grow significantly. Our future growth is subject to risks arising from a rapid increase in volume, and inability to retain and recruit skilled staff. Although, we plan to continue to expand our scale of operations through organic growth or investments in other entities, we may not grow at a rate comparable to our growth rate in the past, either in terms of income or profit or work quality. Our future growth may place significant demands on our management and operations and require us to continuously evolve and improve our financial, operational and other internal controls within our Company. In particular, continued expansion may pose challenges in:

- maintaining high levels of project control and management, and client satisfaction;
- recruiting, training and retaining sufficient skilled management, technical and bidding personnel;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control and other internal systems;
- making accurate assessments of the resources we will require;
- adhering to the standards of health, safety and environment and quality and process execution to meet clients' expectations;
- operating in jurisdictions and business segments where we have limited experience;
- preserving a uniform culture, values and work environment;
- strengthening internal control and ensuring compliance with legal and contractual obligations;
- managing relationships with clients, suppliers, contractors, investors, lenders and service providers; and
- Supporting infrastructure such as IT and HR management systems.

If we are not successful in managing our growth, our business may be disrupted and profitability may be reduced. Our business, prospects, financial condition and results of operations may be adversely affected.

42. ***Our Company has reported certain negative cash flows from its investing activity, details of which are given below. Sustained negative cash flow could impact our growth and business.***

We have experienced both positive and negative cash flows. The below table sets forth details of our cash flows for the specified periods indicated:

(Rs. In Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Cash flow from Operating Activities	6685.52	7669.50	4311.47
Cash flow from Investing Activities	(8,013.97)	(8,351.01)	(2211.36)
Cash flow from Financing Activities	1,335.59	629.83	(2311.11)
Net increase/(decrease) in cash and cash equivalents	7.14	(51.68)	(211.00)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If our Company is not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

43. We have not registered or made any other applications for registration of any trademark, copyrights or patents under applicable laws, including our Company's logo. In addition, we do not enter into confidentiality agreements with our employees, so we are unable to prevent them using our confidential technical or proprietary information when we no longer employ them.

Except for the registration of the trademark, our Company have not registered or made any other applications for registration of any intellectual property rights under applicable laws. Accordingly, we may not be able to safeguard our Company's unregistered intellectual property rights we have from infringement or passing off, both domestically and internationally and may not be able to respond to infringement or passing off activity occurring without our knowledge. In addition, we do not enter into confidentiality agreements with our employees, so we are unable to prevent them using our confidential technical or proprietary information when we no longer employ them. If any former employees pass on our confidential technical or proprietary information to our competitors, it could have an adverse effect on our business, results of operations, financial condition and cash flows.

44. ***It is difficult to predict our future performance, or compare our historical performance between periods, as our revenue fluctuates significantly from period to period.***

Our revenue depends on the number of projects we obtain from authority or Organisations. Our results of operations may vary period to period as in some periods, work may be slow or the client would review after only a certain percent of the work is completed. Depending on our operating results in one or more periods, we may experience cash flow problems, thereby resulting in our business, financial condition and results of operations being adversely affected. Such fluctuations may also adversely affect our ability to fund ongoing and future projects. As a result of one or more of these factors, we may record significant turnover or profits during one accounting period and significantly lower turnover or profits during prior or subsequent accounting periods.

45. Our Promoter and members of Promoter Group who are also Directors and Key Management Personnel hold Equity Shares, and are, therefore, interested in our Company's performance other than reimbursement of expenses incurred or normal remuneration of benefit.

Our Promoter or members of the Promoter Group who are also our directors, have interests in our Company other than to the extent of normal remuneration or benefits and reimbursement of expenses incurred. For further information, see "*Board of Directors and Senior Management Personnel*" on page 189. There can be no assurance that our Promoter and members of the Promoter Group will exercise their rights as shareholders to the benefit and best interest of our Company.

46. We have issued Equity Shares in the past 12 months from the date of this Placement Document, which may be at a price lower than the Issue Price.

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

Date of Allotment	No. of Equity Shares allotted	Face Value per share (In Rs.)	Issue Price per share (In Rs.)	Nature of Allotment	Nature of Consideration
December 19, 2022	12,50,000	02.00	450	Further Allotment of shares	Cash
November 09, 2023	11,00,000	02.00	600	Further Allotment of shares	Cash
January 06, 2024	12,90,000	02.00	305	Further Allotment of shares	Cash

The price at which Equity Shares have been issued by our Company in the immediately preceding one year is not indicative of the Issue Price at which the Equity Shares shall be issued and traded (subsequent to listing). For further information, please see section "Capital Structure" beginning on page 82.

47. We have certain contingent liabilities, which, if materialized, may affect our financial condition and results of operations.

Our contingent liabilities as of March 31, 2023 were as follows:

(Rs. In Lakhs)

Matter	As of March 31, 2023
Outstanding bank guarantees issued by the banks & counter guaranteed by the Company and other guarantees	7,012.09
Bills discounted with Banks	5,501.52
Disputed demand under Central Excise & Commercial Tax U.P.	19.84
Estimated amount of contracts remaining to be executed on Capital Account and not provided for	2,958.12
Total	**15,491.57**

If a significant portion of these liabilities materialize, it could have an effect on our results of operations and financial condition. Further, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

48. ***Our funding requirements and proposed deployment of the proceeds from this Issue are based on management estimates and may be subject to change based on various factors, some of which are beyond our control. We may not be able to utilise the proceeds from this Issue in the manner set out in this Placement Document in a timely manner.***

We intend to use the Net Proceeds for the purposes described in "*Use of Proceeds*" on page 78. As on the date of this Placement Document, our funding requirements are based on management estimates and have not been appraised by any bank or financial institution. Our funding requirements and the deployment of the proceeds from this Issue are based on our current business plan and strategy and are subject to change in light of changes in external circumstances, costs, business initiatives, other financial conditions or business strategies. Our management will have discretion to decide how the proceeds of the issue will be utilised. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these funding requirements. Though, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations, we may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, and other financial and operational factors. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our business, financial condition, results of operations and prospects. Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of the Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business, financial condition and results of operations.

EXTERNAL RISK FACTORS

49. ***Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our business.***

There could be a downgrade of India's sovereign debt rating due to various factors, including changes in tax or fiscal policy, or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India, which may cause fluctuations in the prices of our Equity Shares. This could have an adverse effect on our business and financial performance, and ability to obtain financing for expenditures.

50. ***Investors may have difficulty enforcing foreign judgements against our Company, our Directors or our management.***

Our Company is incorporated under the laws of India. All of our Company's Directors and key management personnel are residents of India and our assets and such persons are located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the Indian Code of Civil Procedure, 1908. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India.

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

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investor's reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. Any of these factors could depress economic activity and restrict our access to capital, which could have an adverse effect on our business, financial condition and results of operations and reduce the price of our Equity Shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholder's equity and the price of our Equity Shares.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Consequently, any future slowdown in the Indian economy could harm our business, results of operations and financial condition. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

52. ***If inflation were to rise in India, we might not be able to increase the prices of our services in order to pass costs on to our customers and our profits might decline.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. Increasing inflation in India could cause a rise in the price of transportation, wages, raw materials and other expenses, and we may be unable to reduce our costs or fully pass the increased costs on to our customer by increasing the price that we charge for our products, and our business, prospects, financial condition and results of operations may therefore be adversely affected.

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

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition.

Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

54. ***Significant differences exist between Ind AS, U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition.***

The Consolidated Unaudited Financial Results included in this Placement Document have been prepared in accordance with Ind AS. We have not attempted to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Placement Document, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which the Ind AS financial statements included in this Placement Document will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Placement Document should accordingly be limited.

55. ***A slowdown in economic growth in India could cause our business to suffer.***

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. Any slowdown or perceived slowdown in the Indian economy could adversely affect our business. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. The domestic policy response includes localized micro-containment measures, state-specific movement restrictions, mobilization of health supplies and ramping up of health infrastructure.

India's economy could be adversely affected by a general rise in interest rates or inflation, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy. The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India's foreign exchange reserves and exchange rate fluctuations may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition.

A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business, financial condition, results of operations and prospects. Further, other factors which may adversely affect the Indian economy are scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our developments and expansions; volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies, like application of GST; political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries; occurrence of natural or man-made disasters; infectious disease outbreaks or other serious public health concerns; prevailing regional or global economic conditions, including in India's principal export markets; and other significant regulatory or economic developments in or affecting India or its financial services sectors.

RISKS RELATING TO THE EQUITY SHARES

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

Under the SEBI ICDR Regulations, applicants in the Issue are not allowed to withdraw or revise their Bids downwards after the Bid/Issue Closing Date. The Allotment of Equity Shares in the Issue and the credit of Equity Shares to the applicant's demat account with its depository participant could take approximately seven days to Ten Working Days from the Bid/Issue Closing Date. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events or material adverse changes in our business, results of operation or financial condition, or other events affecting the applicant's decision to invest in the Equity Shares, would not arise between the Bid/Issue Closing Date and the date of Allotment of Equity Shares in the Issue. The occurrence of any such event after the Bid/Issue Closing Date could also impact the market price of the Equity Shares. The applicants will not have the right to withdraw their Bids in the event of any such occurrence without the prior approval of SEBI. We may complete the Allotment of the Equity Shares even if such events may limit the applicants' ability to sell the Equity Shares after the Issue or cause the trading price of the Equity Shares to decline.

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

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

58. Our Equity Shares are quoted in Indian rupees in India and investors may be subject to potential losses arising out of exchange rate risk on the Indian rupee and risks associated with the conversion of Indian rupee proceeds into foreign currency.

Investors are subject to currency fluctuation risk and convertibility risk since our Equity Shares are quoted in Indian rupees on the Indian stock exchanges on which they are listed. Dividends on the Equity Shares will also be paid in Indian Rupees and subsequently may need to be converted into the relevant foreign currency for repatriation. Any adverse movement in exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, foreign investors that seek to sell Equity Shares will have to obtain approval from the RBI, unless the sale is made on a stock exchange or in connection with an offer made under regulations regarding takeovers. Any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders. The volatility of the Indian rupee against other currencies may subject investors who convert funds into Indian rupees to purchase our Equity Shares to currency fluctuation risks.

59. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

A company based in India may issue equity instruments to a person resident outside India subject to entry routes, sectoral caps and attendant conditions prescribed in the FEMA Rules. Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the requirements specified by the RBI. If the transfer of shares is not in compliance with such requirements or falls under any of the specified exceptions, then prior approval of the RBI will be required.

Further, in accordance with the Consolidated FDI Policy dated October 15, 2020, Government of India, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

In addition, shareholders who seek to convert the Indian Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or tax clearance certificate from the income tax authority. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

60. The right of the Equity Shareholders to receive payments under the Equity Shares will be subject to tax and other liabilities upon insolvency of the Company.

The Equity Shares will be subordinated to other liabilities preferred by law, such as claims of the Government of India on account of taxes and certain liabilities incurred in the ordinary course of the Company's business (including workmen's dues, such as salary, holiday remuneration, amounts due under the Employees' State Insurance Act, 1948, compensation in relation to death or disability of employees, money payable to the provident fund, gratuity fund, etc.). In the event that bankruptcy or insolvency proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy or insolvency are instituted by or against the Company, the payment of sums or dividends to the Equity Shares may be substantially reduced or delayed, or the shareholding in the Company may be significantly diluted or otherwise completely extinguished.

61. An investor will not be able to sell any of the Equity Shares subscribed in this Issue other than on a recognized Indian stock exchange for a period of 12 months from the date of the allotment of the Equity Shares.

Pursuant to the SEBI ICDR Regulations, for a period of 12 months from the date of the allotment of the Equity Shares in this Issue, eligible QIBs subscribing for each of the Equity Shares may only sell their Equity Shares on NSE or BSE and may not enter into any off-market trading in respect of these Equity Shares. We cannot be certain that these restrictions will not have an impact on the price of the Equity Shares. This may affect the liquidity of the Equity Shares purchased by investors and it is uncertain whether these restrictions will adversely impact the market price of the Equity Shares purchased by investors.

62. ***There may not be an active or liquid market for our Equity Shares, which may cause the price of the Equity Shares to fall and may limit your ability to sell the Equity Shares.***

The price at which the Equity Shares will trade after this Issue will be determined by the marketplace and may be influenced by many factors, including:

- our financial results and the financial results of the companies in the businesses we operate in;
- the history of, and the prospects for, our business and the sectors in which we compete;
- the valuation of publicly traded companies that are engaged in business activities similar to us; and
- Significant developments in India's economic liberalization and deregulation policies.

In addition, the Indian equity share markets have from time-to-time experienced significant price and volume fluctuations that have affected the market prices for the securities of Indian companies. As a result, investors in the Equity Shares may experience a decrease in the value of the Equity Shares regardless of our operating performance or prospects.

63. Any future issuance of the Equity Shares, or convertible securities by our Company may dilute your future shareholding and sales of the Equity Shares by our Promoters or other major shareholders of our Company may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, or convertible securities by our Company, including through exercise of employee stock options or restricted stock units, if any, may lead to dilution of your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. Further, any future sales of the Equity Shares by the Promoters, or other major shareholders of our Company may adversely affect the trading price of the Equity Shares.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long term capital gains tax in India at the specified rates depending on certain factors, such as STT is paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized 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 the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

Further, the Government of India announced the Union Budget for Fiscal 2023 ("**Budget 2023**"), pursuant to which the Finance Bill 2023 has proposed various amendments. The Finance Bill 2023 has received assent from the President of India on March 30, 2023 and has been enacted as the Finance Act 2023. Further, the Government of India announced the Union Budget for Fiscal 2023 (“**Budget 2023**”), pursuant to which the Finance Bill 2023 has proposed various amendments. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company’s business, financial condition, results of operations and cash flows.

65. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.

Under the Companies Act, 2013, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting rights on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. Our decision to file a registration statement will depend on the costs and potential liabilities associated with any such registration as well as the perceived benefits of enabling holders in such jurisdiction to exercise their pre-emptive rights and any other factors we consider appropriate at such time. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available to you by Indian law. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in our Company may be reduced.

66. ***Listed companies in India are highly regulated and we are subject to continuous reporting requirements.***

We are subject to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we incur significant legal, accounting, corporate governance and other expenses. We are subject to the SEBI Listing Regulations which requires us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a listed company, we are required to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions.

We are also required to monitor trading in the Equity Shares in terms of the SEBI Insider Trading Regulations. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention are required. As a result, our management’s attention may be diverted from our business concerns, which may affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely and efficient manner.

67. The trading price of the Equity Shares may be subject to volatility and you may not be able to sell the Equity Shares at or above the Issue Price.

The Issue Price shall be determined by us in consultation with the BRLM, based on the Bids received, in compliance with Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013 read with rules made thereunder. It may not necessarily be indicative of the market price of the Equity Shares after this Issue is complete. We cannot assure you that you will be able to resell your Equity Shares at or above the Issue Price. There can be no assurance that an active trading market for the Equity Shares will be sustained after this Issue, or that the price at which the Equity Shares have historically traded will correspond to the price at which the Equity Shares will trade in the market subsequent to the Issue.

The trading price of the Equity Shares may fluctuate due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors and the perception in the market about investments in the construction equipment sector, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments.

For example, conditions in the Indian securities markets may cause the trading price of the Equity Shares to fluctuate. The Indian securities markets are generally smaller and more volatile than securities markets in developed economies. In the past, the Indian stock exchanges have experienced high volatility and other problems that have affected the market price and liquidity of the listed securities, including temporary exchange closures, broker defaults, settlement delays and strikes by brokers. Excessive volatility may, in turn, trigger the imposition of circuit breakers. See "*There are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder's ability to sell the Equity Shares or the price at which Equity Shares can be sold at a particular point in time*." below. A closure of, or trading stoppage on, either of BSE and NSE could adversely affect the trading price of the Equity Shares.

In addition, if the stock markets in general experience a loss of investor confidence, the trading price of the Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of the Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Additionally, in recent years, there have been changes in laws and regulations regulating the taxation of dividend income, which have impacted the Indian equity capital markets. See "*Dividends*" on page 89. Any of these factors could adversely affect the market price and liquidity of the Equity Shares.

MARKET PRICE INFORMATION

As on the date of this Placement Document, 2,96,46,250 Equity Shares have been issued, subscribed and paid up. The face value of the Equity Shares is ₹ 2 per Equity Share. The Equity Shares have been listed on BSE since July 03, 1995 and on NSE since January 08, 2015. The Equity Shares are listed and traded on NSE under the symbol GOODLUCK and BSE under the scrip code 530655.

On January 11, 2024, the closing price of the Equity Shares on BSE and NSE was ₹1017.65 and ₹1016.50 per Equity Share, respectively. Since the Equity Shares are available for trading on BSE and NSE, the market price and other information for each of BSE and NSE has been given separately.

1. The following tables set out the reported high, low and average of the closing prices of the Equity Shares on NSE and BSE and number of Equity Shares traded on the days on which such high and low prices were recorded and the total trading turnover for Fiscals 2023, 2022 and 2021.

BSE									
Fiscal	**High (₹)**	**Date of High**	**Number of Equity Shares traded on the date of high**	**Total turnover of Equity Shares traded on date of high**	**Low (₹)**	**Date of Low**	**Number of Equity Shares traded on the date of low**	**Total turnover of Equity Shares traded on date of low (₹)**	**Average Price for the year (₹)**
2023	554.55	08-Sep-22	82,438	4,26,69,300	236.2	12- May-22	3,263	7,94,764	390.16
2022	400.00	07- Jan-22	31,243	1,22,03,625	65.00	12- Apr-21	36,325	24,98,855	244.04
2021	84.00	13- Jan-21	4,94,077	3,97,33,662	24.5	01- Apr-20	5,110	1,35,756	46.79

(Source: www.bseindia.com)

NSE									
Fiscal	**High (₹)**	**Date of High**	**Number of Equity Shares traded on the date of high**	**Total turnover of Equity Shares traded on date of high**	**Low (₹)**	**Date of Low**	**Number of Equity Shares traded on the date of low**	**Total turnover of Equity Shares traded on date of low (₹)**	**Average Price for the year (₹)**
2023	552.00	08-Sep-22	4,52,521	23,26,20,863	236.85	12-May-22	36,577	88,91,010	390.25
2022	400.00	07-Jan-22	3,56,533	2,45,18,156	65.00	12-Apr-21	3,56,533	2,45,18,156	244.57
2021	83.55	13-Jan-21	43,35,890	35,09,71,082	24.2	01-Apr-20	14,305	3,70,153	46.79

(Source: www.nseindia.com)

Note:

- *High price indicates intraday high price, low price indicates intraday low price and average prices are based on the daily closing prices, for the respective periods.*
- *In case of two days with the same high price, low price, the date with the higher traded volume has been chosen.*
- *In the case of a year, average price for the year represents the average of the closing prices on each day of each year.*

2. The following tables set forth the reported high, low and average market prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded during each of the last six months, as applicable:

BSE											
Month, year	**High (₹)**	**Date of High**	**Number of Equity Shares traded on the date of high**	**Total turnover of Equity Shares traded on date of high**	**Low (₹)**	**Date of Low**	**Number of Equity Shares traded on the date of low**	**Total turnover of Equity Shares traded on date of low (₹)**	**Average price for the month (₹)***	**Equity Shares traded in the Month**	
										Volume	**Turnover (₹)**
November, 2023	932.5	15-Nov-23	14,396	1,31,80,401	810.00	09-Nov-23	13,494	1,14,81,884	885.61	1,94,049	17,24,24,333
October, 2023	877.00	31-Oct-23	16,684	1,43,87,826	596.55	03-Oct-23	24,807	1,51,96,396	766.14	7,68,571	56,82,35,963
September, 2023	627.00	11-Sep-23	23,581	1,43,94,075	554.05	13-Sep-23	36,512	2,08,90,760	590.08	6,00,047	35,32,39,846
August, 2023	604.4	24-Aug-23	35,615	2,08,38,893	475.05	09-Aug-23	37,138	1,85,84,032	538.96	6,17,163	33,76,79,532
July, 2023	512.5	31-Jul-23	35,130	1,78,54,517	402.3	12-Jul-23	35,830	1,46,85,405	466.50	4,24,582	19,79,18,123
June, 2023	479.95	01-Jun-23	14,949	69,73,552	390.00	26-Jun-23	8,028	33,33,094	430.21	2,71,953	11,74,76,475

(Source: www.bseindia.com)

NSE											
Month, year	**High (₹)**	**Date of High**	**Number of Equity Shares traded on the date of high**	**Total turnover of Equity Shares traded on date of high**	**Low (₹)**	**Date of Low**	**Number of Equity Shares traded on the date of low**	**Total turnover of Equity Shares traded on date of low (₹)**	**Average price for the month (₹)***	**Equity Shares traded in the Month**	
										Volume	**Turnover (₹)**
November, 2023	930.95	15-Nov-23	1,41,037	12,92,85,774	889.90	09-Nov-23	2,47,229	21,25,22,974	885.86	29,48,199	2,61,60,11,550
October, 2023	877.00	31-Oct-23	2,91,577	25,16,95,273	597.2	03-Oct-23	4,08,404	25,03,79,391	765.76	1,06,45,893	7,84,58,74,927
September, 2023	627.65	11-Sep-23	2,68,379	16,40,53,698	554.70	13-Sep-23	1,66,780	9,57,63,262	589.93	29,62,153	1,76,08,93,987
August, 2023	605.00	24-Aug-23	3,28,096	19,26,79,165	475.00	07-Aug-23	1,76,397	8,56,00,364	539.25	63,92,891	3,45,26,84,612
July, 2023	512.7	31-Jul-23	5,50,817	27,96,66,554	422.05	04-Jul-23	7,28,843	31,85,36,372	466.56	73,53,001	3,49,65,94,087
June, 2023	479.95	01-Jun-23	1,69,608	7,91,91,813	393.3	08-Jun-23	10,21,431	43,42,71,211	429.94	29,53,747	1,27,14,59,608

(Source: www.nseindia.com)

Note:

- *High price indicates intraday high price, low price indicates intraday low price and average prices are based on the daily closing prices, for the respective periods.*
- *In case of two days with the same high price, low price, the date with the higher traded volume has been chosen.*
- *In the case of a month, average price for the month represents the average of the closing prices on each day of each month.*

3. The following table set forth the details of the number of Equity Shares traded on the Stock Exchanges and the turnover during Fiscals 2023, 2022 and 2021:

Fiscal	**Number of Equity Shares Traded**		**Turnover (In ₹)**	
	BSE	**NSE**	**BSE**	**NSE**
2023	28,92,901	3,42,13,319	1,19,43,57,492	14,79,59,14,717
2022	1,06,09,118	8,12,65,144	1,85,59,00,362	14,43,66,06,670
2021	55,57,869	3,88,96,355	34,02,20,685	2,33,38,65,069

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

4. The following tables set forth the market price on the Stock Exchanges on November 16, 2022 being the first working day following the approval of the Board for the Issue:

BSE					
Open	**High**	**Low**	**Close**	**Number of Equity Shares traded**	**Volume (₹)**
916.30	922.00	895.00	899.50	9,575	86,70,366

(Source: www.bseindia.com)

NSE					
Open	**High**	**Low**	**Close**	**Number of Equity Shares traded**	**Volume (₹)**
915.00	922.40	895.05	899.50	1,09,925	9,96,33,752

(Source: www.nseindia.com)

USE OF PROCEEDS

The gross proceeds from this Issue shall be approximately ₹ 20,000.00 Lakhs. Subject to compliance with applicable laws, the net proceeds from this Issue, after deducting fees, commissions and expenses relating to this Issue of approximately ₹ 9,99.99 Lakhs, will be approximately ₹19,000.00 Lakhs ("Net Proceeds").

Purpose of the Issue

Subject to compliance with applicable laws and regulations, we propose to utilise the Net Proceeds for the following objects, as may be approved by the Board:

a) Funding working capital requirements of our Company;

b) General corporate purposes.

(Collectively referred to "**Objects**")

Utilisation of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

(₹ In Lakhs)

Sr. No.	Particulars	Amount
2.	Funding working capital requirements of our Company	15,000.00
3.	General corporate purposes(1)	4,000.00
	Total Net Proceeds(2)	**19,000.00**

(1) *The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*
(2) *To be determined upon finalisation of the Issue Price*

Our main objects clause and objects incidental or ancillary to the attainment of the main objects clause of the memorandum of association of our Company enables it to undertake the activities for which the (i) existing activities and (ii) the activities proposed to be funded from the Net Proceeds.

In accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with RoC, and the final listing and trading approvals are received from each of the Stock Exchanges, whichever is later.

Proposed schedule of Implementation and Deployment of Net Proceeds

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

(₹ In Lakhs)

Particulars	Amount to be funded from the Net Proceeds	Estimated deployment of the Net Proceeds	Estimated deployment of the Net Proceeds during
		Fiscal 2024	Fiscal 2025
Funding working capital requirements of our Company	15,000.00	10,000.00	5,000.00
General corporate purposes(1)	4,000.00	1,000.00	3,000.00
Total Net Proceeds	**19,000.00**	**11,000.00**	**8,000.00**

(1) The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Our fund requirements and deployment plans for the Net Proceeds are based on management estimates, our business plan based on current market conditions, which are subject to change in the future, and have not been appraised by any bank or financial institution or any other independent agency.

Our fund requirements and proposed deployment schedule for the Net Proceeds are based on current general economic and market conditions and business needs, and the actual deployment of funds at each stage will depend on a number of factors, including our financial condition, business and strategy or external circumstances such as financial and market conditions, competitive environment, inflation, employment and disposable income levels, demographic trends, technological changes, changing customer preferences, interest or exchange rate fluctuations and finance charges, increasing regulations or changes in government policies, which may not be in our control.

Since, the Net Proceeds of the Issue are proposed to be utilised towards the purposes set forth above, and not for implementing any specific project.

Details of use of Proceeds

1. **Funding working capital requirements of our Company**

Our Company has experienced rapid growth and significantly expanded our business in the last three Fiscals. Our total income grew from Rs. 2,61,321.26 lacs in Fiscal 2022 to Rs. 3,08,589.32 lacs in Fiscal 2023. Our business is working capital intensive, and we require working capital in order to carry out our business activities and fund our future operations. We require working capital to meet the demands placed by growth in our business and to pursue our growth strategies. For details of our growth strategies, please see "Our Business – Our Strategies" on page 175 of this Placement Document.

Accordingly, our Company proposes to deploy Rs.15,000 lacs out of the Net Proceeds towards funding our working capital requirements in Fiscal 2024 & 2025. We have working capital requirements in the ordinary course corresponding to our growing business and revenues, which we typically fund through internal accruals and availing financing facilities from various lenders. This additional working capital is planned to help us achieve our growth targets and serve our customers on a consistent timeline, thus resulting in a positive impact on our profitability and financial conditions.

2. **General Corporate Purposes**

The Net Proceeds will first be utilised for the Objects as set out above. Subject to this, our Company intends to deploy ₹ 15,000.00 Lakhs from the Net Proceeds towards our general corporate purposes, as approved by our management, from time to time subject to such utilisation not exceeding 25% of the Gross Proceeds, in compliance with the circular bearing reference no. NSE/ CML/2022/56 dated December 13, 2022, issued by NSE and circular no. 20221213-47 dated December 13, 2022, issued by BSE. Such general corporate purposes may include, but are not restricted to, (i) funding growth opportunities including organic and inorganic acquisitions; (ii) meeting ongoing general corporate purposes or contingencies; and/or (iii) strategic initiatives; (iv) brand building and other marketing expenses; and (v) any other purpose as permitted by applicable laws.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any, in accordance with applicable law.

Interim use of Net Proceeds

In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals. Pending utilization of the Net Proceeds, our Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under the investment policy of our Company. Provided that in accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC and final listing and trading approvals are received from each of the Stock Exchanges.

In accordance with the policies instituted by our Board and as may be permissible under applicable laws and government policies, our management will have the flexibility in deploying the Issue proceeds. Pending utilisation for the purposes described above, we intend to temporarily invest funds in creditworthy instruments, including money market, mutual funds, deposits with banks and financial institutions, and structured products. Any modification/ change in the investment policy would be at the discretion of the Board from time to time and in accordance with applicable laws.

Monitoring Utilization of Funds from the Issue

The Company has appointed Care Ratings Limited as the Monitoring Agency in accordance with Regulation 173A of the SEBI ICDR Regulations for monitoring the utilisation of Net Proceeds as the size of our Issue exceeds Rs.10,000 lacs. Our Board and Monitoring Agency shall monitor the utilization of the Net Proceeds and the Monitoring Agency shall submit a report to our Board as required under Regulation 173A of the SEBI ICDR Regulations. The Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate instances, if any, of unutilized Net Proceeds in the balance sheet of the Company for the relevant Financial Years.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall (i) prepare a statement of funds utilised for purposes other than those stated in this Placement Document and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised; and (ii) disclose every year, the utilization of the Net Proceeds during that year in its annual report. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Issue from the Objects as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Issue from the Objects as stated above or the Objects for which the Net Proceeds were raised have been achieved. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Other confirmations

In accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC and final listing and trading approvals are received from each of the Stock Exchanges. The Net Proceeds shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised as approved by our Board and/ or a duly authorized committee of our Board, from time to time only for such purposes, as permitted under the Companies Act, prescribed Objects as disclosed above and other applicable laws.

Our Company will have flexibility in deploying the Net Proceeds received by our Company from the Issue in accordance with applicable laws. Pending utilisation for the purposes described above, our Company intends to temporarily invest funds in creditworthy instruments, including money market mutual funds and deposits with banks. Such investments would be in accordance with the investment policies as approved by our Board from time to time and applicable laws.

Subject to applicable laws, our Board shall determine the quantum of Net Proceeds to be deployed by our Company from the Issue, depending on business opportunities or requirements of our Company from time to time.

Neither our Promoters, Promoter Group nor our Directors are making any contribution either as part of the Issue or separately in furtherance of the Objects. Further, neither our Promoters nor our Directors shall receive any proceeds from the Issue whether directly or indirectly. Since the Issue is only made to Eligible QIBs, our Promoters, Directors, Key Managerial Personnel or Senior Management Personnel are not eligible to subscribe in the Issue.

CAPITALISATION STATEMENT

The following table sets forth the capitalisation of our Company, on a consolidated basis, as at September 30, 2023 and as adjusted to give effect to the receipt of the gross proceeds of the Issue.

This table should be read in conjunction with **"*Risk Factors*", *"Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements*"** on pages 51, 90 and 269, respectively.

(Rs. In Lakh)

Particulars	Pre-Issue (as at September 30, 2023) (on a consolidated basis)(1)	Post-Issue as adjusted for the Issue (on a consolidated basis)(2)(3)
Short term borrowings		
-Secured	50,888.68	50,888.68
- Unsecured	-	-
Current maturities of long-term borrowing/finance lease obligations	4,226.50	4,226.50
Long term borrowings		
-Secured	9,578.85	9,578.85
- Unsecured	741.92	741.92
Total debt (A)	**65,435.95**	**65,435.95**
Equity:		
Equity Share capital	545.13	635.48
Other Equity	67,784.46	97,995.00
Total equity (B)	**68,329.59**	**98630.50**
Total capitalization (A+B)	**1,33,765.54**	**1,64,066.50**

Notes:

(1) The above statement does not include lease liability as per Ind AS 116 disclosed under financial liability in the Unaudited Consolidated Financial Results for six-months ended September 30, 2023.

(2) Will be finalized upon determination of the Issue Price.

(3) *Without consideration of share issue expenses. The figures in this column are unaudited and borrowings are based on the basis of September 2023 and Equity are derived by giving effect to the issue of 21,27,659 Equity Shares at a price of Rs. 940.00 per Equity Share (including a premium of Rs. 938.00 per Equity Share) through the Issue.*

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Placement Document is set forth below:

(₹ in Lakhs, except share data)

	Particulars	Aggregate value at face value (except for securities premium account)
A.	**AUTHORIZED SHARE CAPITAL**	
	14,62,50,000 Equity Shares of face value of ₹2 each	2,925.00
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**	
	2,96,46,250 Equity Shares of face value of ₹ 2 each	592.93*
C.	**PRESENT ISSUE IN TERMS OF THIS PLACEMENT DOCUMENT**	
	Up to 21,27,659 Equity Shares aggregating up to ₹ 1,99,99.99 Lakhs(1)(2)	42.55
D.	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE**	
	3,17,73,909 Equity Shares of face value of ₹ 2 each (1)(2)	635.48
E.	**SECURITIES PREMIUM ACCOUNT**	
	Before the Issue (as of the date of Preliminary Placement Document) (3)	18,099.00
	After the Issue (2)	38,056.40

** The listing and trading application for 12,90,000 equity shares, which were converted from warrants in the Board Meeting held on January 06, 2024, is currently pending for approval with the stock exchanges.*

(1) The Issue has been authorized by the Board of Directors pursuant to its resolution passed on November 15, 2023. The Shareholders have authorized and approved the Issue by way of a special resolution passed through a postal ballot dated December 18, 2023.
(2) To be determined upon finalization of the Issue Price. The amount has been calculated on the basis of Gross Proceeds from the Issue.
(3) As on date of the Preliminary Placement Document.

Equity Share capital history of our Company

The following table sets forth the history of the Equity Share capital of our Company since incorporation:

Date of allotment/ Year of Allotment	No. of Equity Shares allotted	Face value (₹)	Issue price per equity share (₹)	Reason/Nature of allotment/ Source	Form of consideration	Cumulative number of Equity Shares	Cumulative paid-up equity share capital (₹)
Initial Capital	40	100	100	Initial Subscription to the MOA (1)	Cash	40	4000
March 01, 1987#	3260	100	100	Further Allotment of shares	Cash	3300	3,30,000
March 10, 1987#	12570	100	100	Further Allotment of shares	Cash	15,870	15,87,000
April 16, 1987#	6130	100	100	Further Allotment of shares	Cash	22000	22,00,000

March 30, 1988#	5	100	100	Further Allotment of shares	Cash	22005	22,00,500
March 31, 1989#	2925	100	100	Further Allotment of shares	Cash	24930	24,93,000
March 15, 1993#	4785	100	200	Further Allotment of shares	Cash	29715	29,71,500
November 02, 1993#	25115	100	200	Further Allotment of shares	Cash	54830	54,83,000
Pursuant to our Shareholders' resolution dated August 27, 1994, each fully paid-up equity shares of our Company of face value of ₹100 was sub-divided into Ten Equity Shares of our Company of face value of ₹10 each. Therefore 54,830 equity shares of our Company of face value of ₹ 100 each were sub-divided into 5,48,300 equity shares of our Company of face value of ₹ 10 each#							
August 27, 1994#	1370750	10	NA	(Bonus Issue in the ratio of 5:2)	NA	19,19,050	1,91,90,500
June 17, 1995#	1825200	10	20	Initial Public Offering	Cash	37,44,250	3,74,42,500
Pursuant to our Shareholders' resolution dated May 30, 2009, each fully paid-up equity shares of our Company of face value of ₹10 was sub-divided into five Equity Shares of our Company of face value of ₹2 each. Therefore, 37,44,250 equity shares of our Company of face value of ₹ 10 each were sub-divided into 1,87,21,250 equity shares of our Company of face value of ₹ 2 each.							
March 28, 2014	1200000	02	70	Further Allotment of shares (2)	Cash	1,99,21,250	3,98,42,5000
May 30, 2014	1085000	02	70	Further Allotment of shares (3)	Cash	2,10,06,250	4,20,12,500
February 16, 2015	1000000	02	60	Further Allotment of shares (4)	Cash	2,20,06,250	4,40,12,500
January 05, 2018	1000000	02	125	Further Allotment of shares (5)	Cash	2,30,06,250	4,60,12,500
March 08, 2021	1500000	02	65	Further Allotment of shares (6)	Cash	2,45,06,250	4,90,12,500
July 29, 2021	750000	02	75	Further Allotment of shares (7)	Cash	2,52,56,250	5,05,12,500
September 02, 2021	750000	02	75	Further Allotment of shares (8)	Cash	2,60,06250	5,20,12,500
December 19, 2022	1250000	02	450	Further Allotment of shares (9)	Cash	2,72,56,250	5,45,12,500
November 09, 2023	1100000	02	600	Further Allotment of shares (10)	Cash	2,83,56,250	5,67,12,500
January 06, 2024	12,90,000	02	305	Further Allotment of shares (11)	Cash	2,96,46,250	5,92,92,500

 # We have been unable to trace return of allotment filed with RoC, including the payment challans thereof, certain minutes of the meetings of the board and/or shareholders and regulatory forms with respect to certain allotments of equity shares (for allotments on March 01, 1987, March 10, 1987, April 16, 1987, March 30, 1988, March 31, 1989, March 15, 1993, November 02, 1993, August 27, 1994 and June 17, 1995) made by the Company. We have included these details on basis the documents available or maintained by our Company. Please also see "Risk

Factors – Our Company was incorporated in 1986 and we are unable to trace some of our historical records. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to the missing filings and corporate records, which may impact our financial condition and reputation." on page 63.

Some of the equity shares allotted during this allotment were partly paid-up at the time of allotment. However, we have been unable to locate the corporate resolutions related to the capital. In this regard after sending four notices to the available addresses, urging 129 shareholders to settle the unpaid due amounts against the 52,100 equity shares, the company decided to forfeit the aforementioned shares. In 2009, the company re-issued the forfeited 52,100 equity shares, which remained unissued due to non-payment of call money, at a price of Rs. 175 per share payable in cash. These shares were issued to Panafic Industrials Ltd through a private placement on a preferential allotment basis.

Note for issue of shares

(1) Allotment of 10 equity shares each at face Value of Rs. 100/- per share to Mr. Anil Kumar, Mr. Krishan Chandra Aggarwal, Mr. Kailash Chand Garg and Mr. Mahesh Chandra Garg pursuant to subscription to the MoA.

(2) Allotment of 12,00,000 Equity Shares upon exercising the option available with warrants M/s. Venus Insec Private Limited (person belonging to non-promoter category).

(3) Allotment of 10,85,000 Equity Shares upon exercising the option available with warrants to M/s. Venus Insec Private Limited (person belonging to non-promoter category).

(4) Allotment of 80,000 Equity Shares to Manish Garg & Sons HUF, 86667 Equity Shares to Mrs. Shikha Garg, 80,000 Equity Shares to Mrs. Mithlesh Garg, 86667 Equity Shares to R C Garg & Sons HUF, 33,000 Equity Shares to Mr. Saras Garg, 1,00,000 Equity Shares to Mrs. Anju Garg, 1,83,592 Equity Shares to Munni Lal and Sons HUF, 50,000 Equity Shares to Ms. Rekha Rani, 50,000 Equity Shares to Ms. Sapna Garg, 50,000 Equity Shares to Ms. Reena Garg, 50,037 Equity Shares to Pushpa Garg, 75,000 Equity Shares to Ms. Ankita Agarwal and 75,037 Equity Shares to Ms. Archana Agarwal pursuant to exercising the option available with warrants.

(5) Allotment of 80,000 Equity Shares to Manish Garg, 89,417 Equity Shares to Mrs. Shikha Garg, 1,66,137 Equity Shares to Mr. Umesh Garg, 75,000 Equity Shares to Mr. Dhruv Aggarwal, 76137 Equity Shares to Ms. Ankita Agarwal, 1,20,000 Equity shares to Ms. Parul Garg, 1,20,000 Equity Shares to Ms. Radhika Garg, 1,21,371 Equity Shares to Ms. Ritu Garg, 75,000 Equity Shares to Ms. Sapna Garg, 76938 Equity Shares to Ashish Garg & Sons HUF pursuant to exercising the option available with warrants.

(6) Allotment of 60,000 Equity Shares to Ms. Neeta Garg, 1,20,000 Equity Shares to Ms. Shikha Garg, 70,000 Equity Shares to Mr. Harsh Garg, 75,000 Equity Shares to Mr. Umesh Garg, 75,000 Equity Shares to Ms. Swati Bansal, 25,000 Equity Shares to Ms. Mithlesh Garg, 75,000 Equity Shares to Umesh Garg & Sons (HUF), 1,10,000 Equity Shares Ms. Shruti Aggarwal, 1,15,000 Equity Shares to Mr. Shyam Agrawal, 2,50,000 Equity Shares to Ms. Bhavya Garg, 1,00,000 Equity Shares to Ms. Parul Garg, 1,00,000 Equity Shares Ms. Radhika Garg, 1,00,000 Equity Shares to Ms. Ritu Garg, 1,50,000 Equity Shares to Ms. Reena Garg, 75,000 Equity Shares to Ms. Sapna Garg pursuant to exercising the option available with warrants.

(7) Allotment of 7,50,000 Equity Shares upon exercising the option available with warrants to Arpna Capital Services Private Limited.

(8) Allotment of 7,50,000 Equity Shares upon exercising the option available with warrants to Arpna Capital Services Private Limited.

(9) Allotment of 1,50,000 Equity Shares to Mr. Mannish Gupta, 1,50,000 Equity Shares to Ms. Anjali Gupta, 1,00,000 Equity Shares to Mr. Brijesh Kumar, 2,00,000 Equity Shares to Mr. Mukesh Khandelwal, 4,00,000 Equity Shares to Local Finance Private Limited, 5,000 Equity Shares to Mr. Deepak Garg, 55,000 Equity Shares to Mr. Arya Gupta, 50,000 Equity Shares to Sygnific Corporate Solutions Private Limited, 25,000 Equity Shares to Mr. Praveen Kumar Jain, 25,000 Equity Shares to Mr. Anoop Aggarwal, 20,000 Equity Shares to Ms. Geetam Shree, 7,500 Equity Shares to Mr. Sunil Jain, 5,000 Equity Shares to Mr. Vinay Aggarwal,

10,000 Equity Shares to Ms. Deepali Aggarwal, 27,500 Equity Shares to Ms. Shilpy Aggarwal, 20,000 Equity Shares to Ms. Rekha R Gupta.

(10) Allotment of 10,000 Equity Shares to Rishi Kapoor, 1,25,000 Equity Shares to Ms. Sakshi Tomar Parihar, 10,000 Equity Shares to Ms. Uma Srivastava, 1,25,000 Equity Shares to Taparia Holdings Private Limited, 25,000 Equity Shares to Parveen Kumar Jain, 10,000 Equity Shares to Mr. Pawan Goel, 26,000 Equity Shares to Ms. Veena Jain, 20,000 Equity Shares to Ms. Misthy Garg, 65,000 Equity Shares to Vipin Aggarwal & Sons HUF, 68,750 Equity Shares to Manoj Gupta & Sons HUF, 6250 Equity Shares to Rajesh Gupta (HUF), 6250 Equity Shares to Arpit Dokania HUF, 12,500 Equity Shares to Mr. Manish Kohli, 25,500 Equity Shares to Ms. Meena Aggarwal, 17,500 Equity Shares to Mr. Ronak Raj Kohli, 31,000 Equity Shares to Mr. Abhinav Agarwal, 10,000 Equity Shares to Mr. Rajesh Heeral, 5,00,000 Equity Shares to Mr. Gaurav RajSingh VijaySingh Rathore, 6250 Equity Shares to Mr. Sourav Choudhary.

(11) Allotment of 12,90,000 Equity Shares upon exercising the option available with warrants to 83,000 Equity Shares to Manish Garg, 1,23,000 Equity Shares to Shikha Garg, 84,000 Equity Shares to Umesh Garg, 1,27,500 Equity Shares to Swati Bansal, 92,000 Equity Shares to Dhruv Aggarwal, 93,000 Equity Shares to Ankita Agarwal, 1,25,500 Equity Shares to Parul Garg,1,25,500 Equity Shares to Radhika Garg, 1,25,500 Equity Shares to Ritu Garg, 1,27,700 Equity Shares to Bhavya Garg and 1,83,300 Equity Shares to Ashish Garg. However, the listing and trading application is currently pending for approval from the stock exchanges.

Except as stated in "- Equity Share Capital History of our Company" above, our Company has not made any allotment of Equity Shares in the one year immediately preceding the date of this Placement Document, including for consideration other than cash, or made any allotment of Equity Shares pursuant to a preferential issue, private placement or a rights issue.

Preference Shares

As on the date of this Placement Document, there are no outstanding preference shares.

Warrants

Except as mentioned below there are no convertible Securities issued by the Company as on date:

Date of Allotment	Type of Securities	Number of warrants	Face Value (₹)	Issue price per warrant (₹)	Nature of Consideration	Total Consideration (₹)	Reason/ Nature of allotment
December 19, 2022	Warrants Convertible into equity shares	9,64,600	02	450/-	Cash	43,40,70,000	SEBI (ICDR) Regulations, 2018 to the promoter Group on preferential issue basis
November 09, 2023	Warrants Convertible into equity shares	5,00,000	02	600/-	Cash	30,00,00,000	SEBI (ICDR) Regulations, 2018 to the promoter Group on preferential issue basis
Total							**14,64,600**

For Due date of conversion of warrants into Equity shares please see chapter "*shareholding pattern*" on page 201

Employee stock option schemes

As on the date of this Placement Document, our Company does not have an employee stock option scheme.

Proposed Allottees in the Issue

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made by our Company, in consultation with the Book Running Lead Manager, to Eligible QIBs only, on a discretionary basis.

The names of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, and the percentage of post-Issue share capital that may be held by them is set forth in "Details of Proposed Allottees in the Issue" on page 268.

Pre-Issue and post-Issue shareholding pattern

The pre-Issue and post-Issue shareholding pattern of our Company is set forth below.

Sr. No.	Category	Pre-Issue as of January 06, 2024[$]		Post-Issue[*]	
		Number of Equity Shares held	% of Shareholding^	Number of Equity Shares held	% of shareholding
A.	**Promoter's holding[#]**				
1.	**Indian**				
	Individual	1,72,97,939	58.35	1,72,97,939	54.44
	Body Corporates	-	-	-	-
	Others	-	-	-	-
	Sub-total	1,72,97,939	58.35	1,72,97,939	54.44
2.	**Foreign**	-	-	-	-
	Sub-total (A)	**1,72,97,939**	**58.35**	1,72,97,939	54.44
B.	**Non-Promoter's holding**				
1.	**Institutional investors**	6,79,653	2.29	28,07,312	8.80
2.	**Non-institutional investors**				
	Investor Education and Protection Fund (IEPF)	3,84,803	1.30	3,84,803	1.21
	Individual share capital upto ₹ 2 Lacs	74,23,343	25.04	74,23,193	23.36
	Individual share capital in excess of ₹ 2 Lacs	18,43,912	6.22	18,43,912	5.80
3.	**Foreign Companies**	-	-	-	-
4.	**Non-Resident Indians (NRIs)**	2,68,290	0.90	2,68,440	0.9
5.	**Bodies Corporate**	16,87,223	5.69	16,87,223	5.31
6.	**Any Other** [including Non-resident Indians (NRIs) and clearing members]	61,087	0.21	61,087	0.19
	Sub-total (B)	**1,23,48,311**	**41.65**	**1,44,75,970**	**45.56**
C.	**Non-Promoter Non- Public shareholder**				
1.	Custodian/ DR Holder	-	-	-	-
2.	Employee Benefit Trust	-	-	-	-
	Sub-total (C)	-	-		
	Total (A+B+C)	**2,96,46,250**	**100.00**	**3,17,73,909**	**100.00**

Note:

** The details of the post-Issue shareholding pattern have been intentionally left blank and will be filled in before filing of the Placement Document with the Stock Exchanges.*

 # Includes shareholding of the members of the Promoter Group.
However, the listing and trading application for 12,90,000 equity shares, which were converted from warrants in the Board Meeting held on January 06, 2024, is currently pending for approval from the stock exchanges.
$ Due to Allotment of new shares and increased in paid up share capital, company has uploaded the new Share holding pattern dated January 06, 2024 as required under Regulation31(1)(c) of SEBI (LODR) Regulations 2015.
^ As on date of this Placement Document, company is having 14,64,600 convertible warrants for diluted share capital % Please see "Shareholding Pattern" on page 201.

Other Confirmations

i. Except as disclosed below, our Company has not allotted securities on preferential basis or private placement basis or by way of rights issue in the last one year preceding the date of this Placement Document.

Date of Allotment	Type of Securities	Number of warrant/ shares	Face Value (₹)	Issue price per warrant/share (₹)	Nature of Consideration	Total Consideration (₹)	Reason/ Nature of allotment
November 09, 2023	Warrants Convertible into equity shares	5,00,000	02	600/-	Cash	30,00,00,000	SEBI (ICDR) Regulations, 2018 to the promoter category on preferential issue basis
November 09, 2023	Equity Shares	11,00,000	02	600/-	Cash	66,00,00,000	SEBI (ICDR) Regulations, 2018 to the non-promoter category on preferential issue basis
December 19, 2022	Warrants Convertible into equity shares	9,64,600	02	450/-	Cash	43,40,70,000	SEBI (ICDR) Regulations, 2018 to the promoter category on preferential issue basis
December 19, 2022	Equity Shares	12,50,000	02	450/-	Cash	56,25,00,000	SEBI (ICDR) Regulations, 2018 to the non-promoter category on preferential issue basis
January 06, 2024	Warrants Converted into equity shares	12,90,000	02	305/-	Cash	39,34,50,000	SEBI (ICDR) Regulations, 2018 to the non-promoter category on preferential issue basis

ii. The Promoters, the Directors and the Senior Management of our Company do not intend to participate in the Issue. No change in control in our Company will occur consequent to the Issue.

iii. Our Equity Shares have been listed for a period of at least one year prior to the date of issuance of postal ballot notice dated November 15, 2023, to the shareholders for the approval of this Issue.

iv. Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of this Issue. Further, Equity Shares allotted pursuant to this Issue cannot be sold by the Allottees for a period of one year from the date of Allotment, except on the Stock Exchanges.

v. Except as disclosed in this section, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of this Placement Document.

vi. The Associates of Book Running Lead Manager ("BRLM") ***(as defined under the SEBI Merchant Bankers Regulations)*** and their respective relatives hold 1,23,200 Equity Shares as on the date of this Placement Document. These equity shares are held by the executives of BRLM and their relatives. The executives of BRLM and their respective associates have not been allotted any equity share after their appointments to the role of BRLM. The associates of BRLM may engage in transactions with and perform services for our Company and affiliates in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company for which they may have received, and may in future receive compensation. *See Risk factor "The associates of Book Running Lead Manager ("BRLM") (as defined under the SEBI Merchant Bankers Regulations) and their respective relatives hold Shares as on the date of this Placement Document" on page 58.*

DIVIDENDS

The declaration and payment of dividends by our Company, if any will be recommended by our Board and approved by our Shareholders at their discretion, subject to the provisions of the Articles of Association and the applicable laws, including the Companies Act.

Our Board has approved and adopted a formal dividend distribution policy on April 08, 2023 in terms of Regulation 43A of the SEBI Listing Regulations ("Dividend Distribution Policy"). In accordance with the Dividend Distribution Policy, the dividend pay-out shall be determined by the Board after taking into account a number of factors, including but not limited to current year's profits, future outlook, with due consideration of internal and external environment, operating cash flows and treasury position, financial ratios, earning per share possibilities of alternative usage of cash, e.g., capital expenditure etc., with potential to create greater value for shareholders, providing for unforeseen events and contingencies with financial implications, other factors that may be considered relevant from time to time. For further information, see "Description of the Equity Shares" on page 243.

The dividends (including interim dividend, if any) declared and paid by our Company on the Equity Shares during the six months ended September 30, 2023, and in Fiscals 2023, 2022 and 2021 are as follows:

Particulars	Six-months period ended September 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Face value per equity share (in Rs.)	2.00	2.00	2.00	2.00
Dividend (interim) per Equity Share (in Rs.)	Not Applicable	2.00	Not Applicable	1.50
Dividend (final) per Equity Share (in Rs.)	Not Applicable	2.50	2.00	Not Applicable
Aggregate Dividend (in Rs. Lakhs)	681.41****	520.12** 545.13***	378.84*	Nil
Rate of dividend (%)	Not Applicable	100% as interim and 125% as final dividend	100%	75%
Dividend Distribution Tax (in Rs. lakhs)	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Mode of payment of dividend	Not Applicable	Through Bank	Through Bank	Through Bank
Paid/Not Paid	Not Applicable	Paid	Paid	Paid

**Interim dividend declared on July 27, 2021 and paid on August 11, 2021.*
***Dividend for the financial year ended March 31, 2022 declared at the Annual General Meeting (AGM) held on September 29, 2022, was paid to the shareholders on October 7, 2022.*
**** Interim Dividend declared on March 31, 2023 and paid on April 20, 2023.*
*****Dividend for the financial year ended March 31, 2023 declared at the Annual General Meeting (AGM) held on September 30, 2023, was paid to the shareholders on October 12, 2023.*

The form, frequency and amount of future dividends on the Equity Shares will depend upon our Company's future earnings, cash flow, financial condition and other factors and shall be at the discretion of its Board of Directors and subject to approval of the shareholders of our Company. The amounts paid as dividends in the past are not necessarily indicative of the dividend distribution policy of our Company or dividend amounts, if any, in the future. Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Issue. There is no assurance that any future dividends will be declared or paid or that the amount thereof will not be decreased. *For details, see "Risk Factors – Our ability to pay dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition." on page 62.*

The Equity Shares to be offered in connection with this Issue shall qualify for all dividends, including interim dividend, if any, that is declared in respect of the fiscal in which they have been allotted.

Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Issue.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations is based on, and should be read in conjunction with, the information in the section titled "Selected Financial Information" beginning on page 269 of this Placement Document, and our Audited Consolidated Financial Statements and Limited Reviewed Unaudited Consolidated Financial Results included in the section titled "Financial Statements" beginning on page 269 of this Placement Document.

Our Audited Consolidated Financial Statements as at, and for, the fiscal years ended March 31, 2023, 2022 and 2021 (including the schedules, notes and significant accounting policies thereto), have been prepared in accordance with Ind AS, read with the Companies (India Accounting Standards) Rules, 2015. Ind AS differs in certain respects from IFRS and U.S. GAAP and other accounting principles with which prospective investors may be familiar. Accordingly, the degree to which financial statements included in this Placement Document will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Placement Document should accordingly be limited.

Statements in this Placement Document that are not historical facts may be forward-looking statements. Such statements are subject to certain risks, uncertainties and assumptions that could cause our actual financial performance to differ materially from the conditions contemplated in such forward-looking statements. Under no circumstances should the inclusion of such information herein be regarded as a representation, warranty or prediction with respect to the accuracy of the underlying assumptions by us or any other person, or that these results will be achieved or are likely to be achieved. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors and contingencies that could affect our financial condition, results of operations and cash flows. You are advised to read the sections titled, "Forward-Looking Statements" and "Risk Factors" beginning on pages 20 and 51, respectively, which discuss a number of factors or contingencies that could affect our business, financial condition and results of operations. You are cautioned not to place undue reliance on these forward-looking statements.

Unless otherwise indicated, all industry and market data used in this section has been derived from the "An Industry Report on Industry Research Report on Engineering Steel Products" prepared and released in December 2023 by CARE Analytics and Advisory Private Limited (CareEdge Research). Neither our Company nor the Book Running Lead Manager nor any other person connected with the Issue has independently verified such information.

Our financial year ends on March 31 of each year. Accordingly, all references to a particular financial year are to the 12-month period ended March 31 of that year. The financial information for the half year ended September 30, 2023 are not comparable with our results for the full fiscal years.

In this section, unless the context otherwise requires, a reference to "our Company" is a reference to Goodluck India Limited on a standalone basis, while any reference to "we", "us" or "our" refers to Goodluck India Limited and our Subsidiaries and Associates, on a consolidated basis.

Overview

Originally, our company was incorporated as 'Good Luck Steel Tubes Private Limited, on November 06, 1986, a Private Limited Company under the Companies Act, 1956, following a certificate of incorporation issued by the Registrar of Companies, Kanpur. In 1994, the company underwent a conversion from private to public limited. Following this, on July 3, 1995, our company was listed on the stock exchange through a public issue of shares. Subsequently, the name of our company was changed to Goodluck India Limited, pursuant to Shareholders Resolution dated June 10, 2016.

Goodluck, a group founded by IIT alumni with 37 years of experience, specializes in manufacturing and exporting a diverse range of products, including Electric Resistance Welded (ERW), Precision & Cold Drawn Welded (CDW) Tubes, Forged Flanges, and Custom Forgings, Power & Telecom Towers, Solar Structures, ERW Hot Dip Galvanized Pipes, Black Pipes, Black & GI Hollow Sections, CR Coils, Cold Rolled Close Annealed (CRCA), Road Safety Product Galvanized Plain & Corrugated Sheets. Established three decades ago, the company has established itself as a pioneering and rapidly advancing presence in the Steel Industry through its innovative and progressive approach. As an ISO-9001, AS 9100D, IATF-16949, ISO-14001 & OH&SMS-45001 & CE certified organization, Goodluck takes pride in maintaining elevated standards of quality and excellence.

Goodluck India Limited is manufacturer, producer, and distributor of all kinds of tubes, pipes, pipe fittings, and all kinds of items whether made of steel, alloys, galvanised or black welded or any other metal (ferrous or non-ferrous) or substance or material, to act as and/or carry on the business of galvenisers, jappaners, rerolles, annealors, enamellers, electroplaters and to manufacture, produce, process, design, repair, convert buy, sell import, export, or otherwise deal in such products, their bye-products and commodities, raw materials stores, packing materials tools plant and machineries whether in India or abroad and to set up steel furnaces and continuous casting and hot and cold rolling mill plants for producing ferrous and non-ferrous metals, alloy steel, steel ingots and billets of all kinds and all sizes of Iron and steel re-rolled sections i.e., Flats, Angles, Rounds, Squares, Rails, Joists, Channels, Slabs, Strips, Sheets, Plates, and cold twisted bars and forging and casting of steel, and special steel, alloys and ferrous and non-ferrous metals auto parts, tools and implements, dies, jigs, cast Iron and steel and tubular structural.

We also specialize in providing Telecommunication & Transmission Tower and Structures Leveraging on advanced manufacturing facilities and engineering expertise, we have been successfully catering to the needs of clients from public sector, Private Sector OEMs and Central & State Government Departments.

Our team of scrupulous quality control professionals strictly monitor every stage of production to ensure international standards of quality. In addition, we also offer third party inspections from reputed agencies, before the products are dispatched at the client's end.

We have grown leaps and bounds under the aegis of our mentor Mr. M. C. Garg. His rich industry experience and entrepreneurial zeal have enabled us to surge ahead in the competitive market. Today, we have successfully garnered the trust of most reputed global clients from across 100 countries of the globe.

Our outstanding products and services have transcended geographical boundaries, establishing a robust presence in 100 countries worldwide. We have expanded our global outreach by fostering a well-connected network of stockholders, distributors, and agents. Our export operations cover regions including Europe, North and South America, Australia, the Middle East, Southeast Asia, and Africa.

Global Presence

The map below shows the location of our manufacturing plants, warehouses and export market.

We are operating in following diverse areas

Automotive Excellence: We are specialized in the precision crafting of components for the automotive industry, our portfolio includes frames, forks, shock absorbers, and hydraulic line tubing. We stand out in the market as reliable suppliers of chains tailored for applications across the automotive, industrial, and boiler sectors. In the automotive domain, we offer a diverse array of tubes designed for two/three-wheelers, cars, LCVs, HCVs, and chassis. Our dedication extends to providing essential components crucial for various automotive applications, such as bus body building main beam tubes, automobile axle tubes, and hydraulic cylinder tubes. Additionally, we play a pivotal role in supplying critical parts including propeller shafts, steering columns, tie rods, drag links, and exhaust tubes. Our specialized solutions feature aluminized tubes and hydraulic line tubing, meticulously tailored for the specific requirements of two-wheelers. Committed to precision, reliability, and versatility, our products serve as integral components in the automotive industry's essential systems.

Oil and Gas Expertise: With a specialization in manufacturing flanges and forged products, we cater to the distinctive requirements of the oil and gas industry. Additionally, our commitment extends to meeting the unique demands of the defence and aerospace sectors, delivering precision and quality in every product.

Infrastructure and Power Solutions: Playing a significant role in infrastructure and power projects, we bring innovation to tube applications, offering reliable and efficient solutions for diverse infrastructure requirements.

Cutting-Edge Heat Management: Pioneering the production of boiler heat exchangers across diverse industries, we ensure optimal heat exchange solutions for the chemical, sugar, paper, and process sectors.

Our Promoter, Mr. Mahesh Chandra Garg is the first-generation entrepreneur, and have a rich experience of more than five decades in mild steel and stainless-steel welded pipes and tubes industry in addition to expertise in marketing, procurement, finance, accounting and leadership quality. Our management team is backed by a core operational team that has vast experience in manufacturing and also has the required technical know-how to manufacture the products which our Company is catering to.

Key financial information

Set forth below is certain of our key financial information on a consolidated basis:

Particulars	Six months ended September 30, 2023 (Unaudited) @	Six months ended September 30, 2022 (Unaudited) @	Fiscal 2023 (audited)	Fiscal 2022 (audited)	Fiscal 2021 (audited)
Revenue from operations	1,74,401.34	1,60,151.49	307,200.76	261,321.26	157,211.52
Gross margin	46,592.64	44,363.85	82,928.61	73,011.33	45,226.37
Gross margin (%)	26.72%	27.70%	26.99%	27.94%	28.77%
EBITDA	14,175.92	9,826.41	20,437.10	18,299.50	11,648.10
EBITDA margin	8.13%	6.14%	6.65%	7.00%	7.41%
Profit after tax	6,328.46	4,144.00	8,780.09	7,501.08	3,004.71
PAT margin	3.63%	2.59%	2.86%	2.87%	1.91%
Capital expenditure	2,789.11	2,532.34	7,044.23	6,661.63	1,146.33
Operating cash flows	5,066.27	5573.79	6,488.75	7,775.31	4,310.73
ROCE	9.52%	8.53%	15.32%	14.95%	10.73%
ROE	9.26%	8.01%	14.16%	16.10%	7.84%
Debt / equity ratio	0.96	1.03	0.96	1.27	1.31
Net debt / EBITDA ratio	4.49	5.33	2.87	3.15	4.21

@Not Annualised

For information about Non-GAAP financial measures as set forth in the table above, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Non-GAAP Financial Measures*" on page *90*.

Significant Factors Affecting Our Results of Operations

Our financial performance and results of operations are influenced by a variety of factors, including without limitation, global and domestic competition, technological developments and innovations in Precision Pipes & Auto Tubes, forging, Engineering Structures & Precision Fabrication etc., conditions in the markets for products, capital expenditure plans of our competitors, general economic conditions, changes in costs of raw materials and government regulations and policies. Some of the more important factors are discussed in the section "*Risk Factors*" beginning on page *51*.

Working capital requirements and access to capital resources

Our business requires significant amounts of working capital, primarily for funding its capacity expansion, repayment of principal and interest on its borrowings. Further, our working capital requirements also tend to increase if contractual or sales terms do not include advance payments or if under such contractual arrangements, payment is stipulated at the time of delivery of the final product to our customer. Moreover, our working capital requirements will increase in the event we undertake a larger capacity expansion as we grow our business. In order to manage our working capital effectively, we are working on aligning vendor payment terms with receivables in some cases.

The Company's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings. The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets.

The Company regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects to capture market opportunities at minimum risk.

Our relationships with customers

We develop, manufacture and market a diverse range of speciality steel and iron which have applications across a wide spectrum of uses including ERW Precision & CDW Tubes, Forged Flanges, and Custom Forgings, Power & Telecom Towers, Solar Structures, ERW Hot Dip Galvanized Pipes, Black Pipes, Black & GI Hollow Sections, CR Coils, CRCA, Road Safety Product Galvanized Plain & Corrugated Sheets amongst other industries. Some of our customers maintain strict qualification and/or certification procedures. Our products go through various quality checks at various stages including random sampling check and quality check internally. Some of our key customers have audited and approved our facilities and manufacturing processes in the past and may undertake similar audits periodically in the future. These successful audits play a critical role in customer retention, and any issues that arise in the course of these audit may lead to loss of the particular customer. Further, failure of our products to meet prescribed quality standards may result in rejection and reworking of our products. This may result in our customers cancelling present or future purchases of our products and could adversely affect our business, financial condition and results of operations.

We have ISO 14001:2015 and ISO 9001 certifications for Environmental Management System and Quality Management System respectively for our manufacturing facilities located at Uttar Pradesh and Gujarat. While we have put in place quality control procedures, we cannot assure that our products will always be able to satisfy our prescribed quality standards. Our quality control procedures may fail to test for all possible conditions of use or identify all defects in the manufacturing of our products. Any failure on our part to successfully maintain quality standards for our products may affect our customer relationships, which may adversely affect our business, financial condition, results of operations and prospects.

Raw materials cost

Our total consumption of raw materials expenses represented 78.28%, 78.28%, 76.24% and 75.02% of our total expenses for six months ended September 30, 2023, Fiscal 2023, Fiscal 2022 and Fiscal 2021, respectively. Our financial condition and results of operations are significantly impacted by the availability and cost of our major raw materials, particularly HR Coil, Angle shape and section, Ingot, Zinc etc.

We depend on a limited number of suppliers, with whom we do not have long-term contracts for the purchase of raw materials. Our approach involves placing purchase orders periodically for these materials. The primary raw material that we use to manufacture our products is HR Coil, Angle shape and section, Ingot, Zinc etc. and we require different types of steel depending on their alloying elements. In the absence of long-term contracts, we cannot assure you that we will be able to continue to obtain adequate supplies of our raw materials, in a timely manner, in the future. The following tables provide the cost of steel or raw material sourced from our top five and ten suppliers for the Fiscals/ periods indicated:

(Rs. In Lakhs)

Suppliers	September 30, 2023		Fiscal Ended March 31, 2023	
	Amount	Percentage of Supplier	Amount	Percentage of Supplier
Top 5	94,108.15	71.81%	1,76279	75.60%
Top 10	1,10,112.67	84.02%	1,98,534	85.14%

Suppliers	Fiscal Ended March 31, 2022		Fiscal Ended March 31, 2021	
	Amount	Percentage of Supplier	Amount	Percentage of Supplier
Top 5	1,42,685.27	72.83%	93,150.46	80.51%
Top 10	1,65,743.35	84.60x`%	1,04,844.71	90.62%

Any reductions or interruptions in the supply of raw materials, and any inability on our part to find alternate sources for the procurement of such raw materials or equipment, may have an adverse effect on our ability to manufacture our products in a timely or cost-effective manner. We may also be required to replace a supplier if its products or services do not meet our quality standards or if a supplier unexpectedly discontinues operations due to reasons beyond their or our control, including financing constraints caused by credit market conditions.

Prices of certain raw materials we rely on, such as steel, are linked to commodity markets and thus subject to fluctuation. We cannot assure you that the prices for these raw materials will not be volatile in the future. While in practice we have passed the increase in the cost of raw materials consumed onto our domestic customers, except those companies for whom we supply pursuant to tenders such as railways, government and public sector undertakings, our cash flows may still be adversely affected due to any gap in time between the date of procurement of those raw materials and the date on which we can reset the component prices for our customers so as to account for the increase in the prices of such raw materials. With respect to our arrangements with companies in the railway industry, government and public sector undertakings, as the prices are fixed at the time of issuance of the tender, we are typically unable to pass on any increase in production costs thereafter to such companies or the government.

Competition

The markets wherein we operate are competitive, rapidly evolving and are characterized by frequent introductions of new and improved solutions, applications and technologies. Both of our business segments face competition from numerous competitors, both domestical and international, within the markets we serve. Many of our competitors may have significant competitive advantages, including greater access to financial, research and development, marketing, distribution and other resources, larger product offerings and greater specialization than us. Additionally, some of our competitors may be able to dedicate significantly larger resources towards developing and manufacturing technologically superior equipment than us and their brands may gain greater visibility within those product verticals. Our competitors may further enter into business combinations or alliances that strengthen their competitive positions or prevent us from taking advantage by entering into such business combinations or alliances. To remain competitive, we must continue to invest significant resources in modernisation, research and development, manufacturing, sales and marketing and customer support. Increasing competition may result in pricing pressures or decreasing profit margins or lost market share or failure to improve our market position, any of which could substantially harm our business and results of operations.

Foreign exchange rate risk

Our financial statements are prepared in Indian Rupees. However, our sales from exports and a portion of our raw materials expenditures are denominated in foreign currencies. We exported to more than 100 countries till date and expect to continue to grow our revenue from exports. Accordingly, we have currency exposures relating to buying, selling and financing in currencies other than in Indian Rupees, particularly the U.S. Dollar and Euro. For six months ended September 30, 2023, Fiscal 2023 Fiscal 2022 and Fiscal 2021, 27.18%, 30.37% , 41.12% and 30.72%, respectively, of our revenue from operations were attributed to exports. In six months ended September

30, 2023, Fiscal 2023, Fiscal 2022 and Fiscal 2021, our net foreign currency denominated sales amounted to ₹ 46,791.48 lakh, ₹92,567.13 lakh, ₹1,05,985.21 lakh, and ₹47,560.16 lakh, respectively. For six months ended September 30, 2023, Fiscal 2023, Fiscal 2022 and Fiscal 2021, 0.64%, Nil and 1.65% respectively, of our total consumption were imported raw material. We enter into certain hedging activities for a portion of our U.S. Dollar and other foreign currency positions. Accordingly, we are affected by fluctuations in exchange rates among the U.S. Dollar, Indian Rupee and other currencies. In six months ended September 30, 2023, Fiscal 2023, Fiscal 2022 and Fiscal 2021, we recorded gains/(losses) of ₹972.97 lakh, ₹874.74 lakh, ₹ 2,142.94 lakh and ₹957.29 lakh, respectively, due to these fluctuations in foreign currency. There can be no assurance that we will continue to record gains from foreign exchange fluctuations or any hedging measures we take will enable us to avoid the effect of any adverse fluctuations in the value of the Indian Rupee against the U.S. Dollar or other foreign currencies.

At any point in time, the Company hedges its estimated foreign currency exposure in respect of forecast sales over the following 6 months. In respect of imports and other payables, the Company hedges its payables as when the exposure arises. At any point in time, the Company hedges its estimated foreign currency exposure in respect of forecast sales over the following 6 months. In respect of imports and other payables, the Company hedges its payables as when the exposure arises. The Company has foreign currency exposure towards trade receivables, advance to supplier, capital advances, short term borrowings, trade payables, advance received from customer and creditors for capital expenditure. For detail kindly refer Note no 31.5 to Financial Statement for F.Y. 2023 and F.Y. 2022 and Note no. 30.5 to Financial Statement for F.Y 2021.

Capital Expenditure

We conduct our operations through Six manufacturing facilities in India, out of which four Plants at Sikandrabad and one at Dadri, (Uttar Pradesh) and one at Kutch, (Gujarat). Our manufacturing facilities operate as a continuous process and our business is dependent upon our ability to manage our manufacturing facilities, which are subject to various operating risks, including those beyond our control, such as the breakdown, failure of equipment or industrial accidents, severe weather conditions and natural disasters.

We have expanded and upgraded our existing manufacturing facilities in the last three Fiscals. For Fiscal 2021, 2022, 2023 and the six months ended September 30, 2022 and 2023, our additions to fixed assets primarily plant and machinery was ₹ 1,168.00 lakhs, ₹ 6,593.95 lakhs, ₹ 7,183.54 lakhs, ₹ 2642.16 lakhs and ₹ 2,907.16lakhs respectively. Our growth is dependent on making capital expenditure to increase our installed manufacturing capacity, primarily for manufacturing new products. We expect that our expansion plans will allow us to meet the anticipated increase in product's demand in the future, enable us to supply growing markets more efficiently and drive growth. However, changes in macroeconomic and market conditions for the Engineering Steel Products, such as increase in interest rates, changes in consumer confidence and spending on commercial vehicles or our failure to increase our sales to new market, may hinder our ability to capitalise on the expansion of our manufacturing capacities.

Statement of Significant Accounting Policies

Below are the significant accounting policies used for the preparation of the Audited Consolidated Financial Statements for Fiscal 2023:

A. STATEMENT OF COMPLIANCE

Consolidated Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirement of Division II of Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to Consolidated financial statement.

Accordingly, the Group has prepared these Consolidated Financial Statements which comprise the Balance Sheet as at 31 March, 2023, the Statement of Profit and Loss, the Statements of Cash Flows and the Statement of Changes in Equity for the year ended 31 March, 2023, and accounting policies and other explanatory information (together hereinafter referred to as "Consolidated Financial Statements" or "financial statements").

These financial statements have been approved by the Board of Directors in the meeting held on 15th May 2023.

B. BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

These financial statements have been prepared in accordance with the accounting policies, set out below and were consistently applied to all periods presented unless otherwise stated.

The financial statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

The Group's Consolidated financial statements are presented in Indian Rupees (₹), which is also its functional currency.

C. BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company i.e. its subsidiaries. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like item of assets, liabilities, equity, income and expense. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

D. BUSINESS COMBINATION

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. If The consideration transferred for the acquisition of a subsidiary, over the fair value of the net identifiable assets acquired, is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognized in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in other equity as capital reserve.

Business combinations – common control transaction

Business combinations involving entities that are controlled by the group are accounted for using the pooling of interest method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.
- The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee.
- The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferee.

E. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre – operative expenses and disclosed under Capital Work - in - Progress.

The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognised in the statement of profit and loss.

Depreciation on property, plant and equipment is provided using straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

F. INVENTORY

Inventories are stated at the lower of cost and net realizable value except in case of waste and scrap which are valued at net realizable value.

Cost of raw material 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 but excluding borrowing costs.

G. REVENUE RECOGNITION

The Group recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided. The amount of revenue excludes any amount collected on behalf of third parties. In contracts where freight is arranged by the Group and recovered from the customers, the same is treated as a separate performance obligation and revenue is recognised when such freight services are rendered.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, using effective interest rate.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

H. EMPLOYEES' BENEFITS

Employee benefits include provident fund, employee state insurance scheme, gratuity, compensated absences and performance incentives.

Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries and annual leave in the year the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

The cost of the defined benefit plans and the present value of the defined benefit obligation ('DBO') are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

I. BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

J. FOREIGN CURRENCY TRANSACTIONS

The functional currency of the Company is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian Rupee (₹).

The transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the period in which they arise.

K. FINANCIAL INSTRUMENTS

1. Financial Assets

I. Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value are adjusted through profit or loss on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

II. Subsequent measurement

i) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

III. Investment in subsidiaries

The Company has accounted for its investments in subsidiaries at Fair Value.

IV. Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

2. Financial liabilities

I. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

II. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

3. Derivative financial instruments

The Company uses various derivative financial instruments such as interest rate swaps, currency swaps and forwards contracts to mitigate the risk of changes in interest rates, exchange rates. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

4. Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

L. LITIGATION

The Company is subject to legal proceedings and claims which have arisen in the ordinary course of business. The Company’s management does not reasonably expect that these legal actions when ultimately concluded and determined will have a material and adverse affect on the Company’s result of operations or financial condition.

M. TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the provisions of section 115BAA of the Income Tax Act, 1961.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

N. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the Balance Sheet.

Contingent assets are not recognized but disclosed in the financial statements when an inflow of economic benefit is probable.

O. CASH AND CASH EQUIVALENT

Cash and cash equivalent in the Balance Sheet comprise cash at banks and in hand.

P. EARNING PER SHARE

Basic earnings per share are computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Changes in the accounting policy if any in the last three years and their effect on our profits and reserves

Changes in the accounting policy during FY 20-21: There were no change in accounting policies in FY 20-21.
Changes in the accounting policy during FY 21-22: There were no change in accounting policies in FY 21-22.
Changes in the accounting policy during FY 22-23: There were no change in accounting policies in FY 22-23.

Non-GAAP Financial Measures

In addition to our results determined in accordance with Ind AS, we believe the following non-GAAP financial measures are useful to our Company and our investors as a means of assessing and evaluating our operating performance in comparison to prior periods: EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Net Worth, Return on Capital Employed, EBIT, Capital Employed and Debt/Equity Ratio. We classify a financial measure as being a non- GAAP financial measure if that financial measure excludes or includes amounts, or is subject to adjustments that have the effect of excluding or including amounts, that are not included or excluded in the most directly comparable measure calculated and presented in accordance with Ind-AS as in effect from time to time in our financial statements. The non-GAAP financial measures are supplemental measures that are not required by, or are not presented in accordance with, Ind-AS. Non-GAAP financial measures do not include operating, other statistical measures or ratios calculated using exclusively financial measures calculated in accordance with Ind-AS. Moreover, the way we calculate the non-GAAP financial measures may differ from that of other companies reporting measures with similar names, which may limit these measures' usefulness as a comparative measure. Our management believes these non-GAAP financial measures are useful to compare general operating performance from period to period and to make certain related management decisions. We believe that non-GAAP financial information, when taken collectively with financial measures prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. However, our management does not consider these non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with Ind AS.

Non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with Ind AS. Non-GAAP financial information are not recognized under Ind AS and do not have standardized meanings prescribed by IND AS. In addition, non-GAAP financial measures used by us may differ from similarly titled non-GAAP measures used by other companies. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements, as further detailed below. In addition, they are subject to inherent limitations as they reflect the exercise of judgment by management about which expenses and income are excluded or included in determining these non-GAAP financial measures. A reconciliation is provided below for each non-GAAP financial measure to the most directly comparable financial measure prepared in accordance with Ind AS. Investors are encouraged to review the related Ind AS financial measures and the reconciliation of non-GAAP financial measures to their most directly comparable Ind AS financial measures included below and to not rely on any single financial measure to evaluate our business.

EBITDA, EBITDA Margin and PAT Margin

We evaluate our operating performance based on several factors, including our primary financial measure of earnings before interest, taxes, depreciation and amortization expenses ("**EBITDA**"). We consider EBITDA to be an important indicator of the operational strengths and performance of our businesses. However, a limitation of the use of EBITDA as a performance measure is that it does not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenues in our businesses and other non-operating income. Accordingly, EBITDA should be considered in addition to, not as a substitute for, operating income, profit after tax of the Company and other measures of financial performance reported in accordance with Ind AS.

The following table sets forth our EBITDA as derived from our profit before tax, and the manner in which it is calculated for six months ended September 30, 2023 and September 30, 2022, Fiscal 2023, Fiscal, 2022 and Fiscal 2021, and includes a reconciliation of EBITDA and EBITDA Margin to our profit for each of six months ended September 30, 2023 and September 30, 2022, Fiscal 2023 Fiscal 2022 and Fiscal 2021.

EBITDA Margin: EBITDA Margin is a percentage margin derived by dividing EBITDA by revenue from operations.

PAT Margin: Profit after tax margin is the percentage margin derived by dividing profit after tax by revenue from operations.

Particulars	As of, or for the 1st Half Year ended		As of, or for the fiscal year ended,		
	September 30, 2023 (unaudited)	September 30, 2022 (unaudited)	March 31, 2023 (audited)	March 31, 2022 (audited)	March 31, 2021 (audited)

Revenue from operations (A)	1,74,401.34	1,60,151.49	3,07,200.76	2,61,321.26	1,57,211.52
Profit Before Tax (B)	8,608.65	5,655.63	12,105.48	10,057.37	4,018.87
Other Income (C)	278.97	722.04	1,479.40	389.05	588.45
Finance costs (D)	4,111.82	3,319.45	6,551.55	5,734.60	5,467.68
Depreciation, impairment and amortization expenses (E)	1,734.42	1,573.37	3,259.47	2,896.58	2,750.00
EBITDA (F=(B+D+E-C)	14,175.92	9,826.41	20,437.10	18,299.50	11,648.10
EBITDA Margin (G=F/A)	8.13%	6.14%	6.65%	7.00%	7.41%
Profit after tax for the period/year (H)	6,328.46	4,144.00	8,780.09	7,501.08	3,004.71
PAT Margin (I=H/A)	3.63%	2.59%	2.86%	2.87%	1.91%

EBIT, Net Worth, Capital Employed, Return on Capital Employed, Return on Equity and Debt/Equity Ratio

Earnings before interest and tax (EBIT): EBIT is profit after tax before tax expense and interest and finance costs.

Net Worth: Net Worth is the sum of (i) issued, subscribed and paid-up equity share capital at the end of the year, (ii) general reserve as at the end of the year, (iii) securities premium reserve as at the end of the year, and (iv) retained earnings as at the end of the year.

Capital Employed: Capital Employed is Net Worth plus total borrowing (Short Term and Long Term Borrowings).

Return on Capital Employed: Return on Capital Employed is EBIT divided by Capital Employed.

Return on Equity: Return on Equity is profit after tax divided by Net Worth.

Debt/Equity Ratio: Debt/Equity Ratio is total borrowing (Short Term and Long Term Borrowings) divided by Net Worth.

Particulars	As of, or for the 1st Half Year ended		As of, or for the fiscal year ended,		
	September 30, 2023 (unaudited)	September 30, 2022 (unaudited)	March 31, 2023 (audited)	March 31, 2022 (audited)	March 31, 2021 (audited)
Profit for the period/year (A)	6,328.46	4,144.00	8,780.09	7,501.08	3,004.71
Add: Total tax expense (B)	2,280.19	1,511.63	3,325.39	2,556.29	1,014.16
Add: Finance costs & Exceptional item (C)	4,111.82	3,319.45	6,551.55	5,734.60	5,467.68
Earnings before interest & tax (EBIT) (D=A+B+C)	**12,720.47**	**8,975.08**	**18,657.03**	**15,791.97**	**9,486.55**
Net Worth (E=(1+2)	**68,329.59**	**51,719.52**	**62,001.13**	**46,591.92**	**38,343.94**
Equity Share Capital (1)	545.13	520.13	545.13	520.13	490.13
Other Equity which primarily constitute Capital Reserve, Security Premium, General Reserve and Retained Earnings (2)	67,784.46	51199.39	61,456.00	46,071.79	37,853.81
Borrowing (Short Term and Long Term Borrowing) (F)	**65,342.99**	**53,452.93**	**59,754.26**	**59,042.69**	**50,081.47**
Capital Employed (G=E+F)	**1,33,672.58**	**1,05,172.45**	**1,21,755.39**	**1,05,634.61**	**88,425.41**
Return on Equity (G=(A/E)%)	9.26%	8.01%	14.16%	16.10%	7.84%
Return on Capital Employed (H=(D/G)%)	9.52%	8.53%	15.32%	14.95%	10.73%
Debt/Equity Ratio (I=F/E)	0.96	1.03	0.96	1.27	1.31

In Fiscal 2023, Return on Capital Employed increased to 15.32% primarily due to increase in profit and increase in capital employed on account of equity fund raising during Fiscal 2022. Our Return on Equity decreased to 14.16% in Fiscal 2023 from 16.10% in Fiscal 2022 primarily due to higher growth in net worth in comparison to profit after tax, primarily due to equity fund raising during Fiscal 2022 and addition in retained earing. In six months ended September 30, 2023, our Return on capital employed increased to 9.52% from 8.53% in six months ended September 30, 2022 primarily due to higher profits earned during the quarter.

Our Debt/Equity Ratio over the last three fiscal years stood at 1.31, 1.27 and 0.96 as at the end of Fiscals 2021, 2022, and 2023, respectively. As at September 30, 2023, our debt equity ratio stood at 0.96.

Income and Expenses

Our income and expenditure are reported in the following manner:

Income

Total income consists of revenue from operations and other income.

Revenue from operations.

Our total revenue from our operations is generated from the (i) sale of products, (ii) sale of services and (iii) other operating revenue.

Sale of Products

Revenue from operations mainly comprises of revenue from sales of products. The Company sells engineering products globally and domestically with a wide range of galvanised and cold-rolled coils/sheets, galvanised and black steel tubes and hollow sections, forgings & flanges, cold drawn welded & precision tubes, engineering fabricated structures for towers, bridges, walkways, girders, boiler support structures, pipe rack structures, chimney structures and secondary support structures, and other cold rolled value-added products.

Sale of Services

Sale of services comprises of income from manufacturing and sale of Iron & steel products.

Other Income. Other income primarily comprises of recurring non-operating income, such as heavy engineered structure, transmission and distribution tower, CDW Tubes, Precision Tubes, Pipes, Sheets and forged engineering products.

interest from banks, income earned from Packing, Loading and unloading and other miscellaneous income.

Expenses

Total expenses comprise of cost of materials consumed, other direct costs, purchases of stock-in-trade, changes in inventories of finished goods, work-in-progress and stock-in-trade, employee benefits expenses, finance costs, depreciation, impairment and amortization expenses and other expenses.

Cost of Materials Consumed, Other Direct Costs, Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade. Cost of materials consumed comprises costs incurred in connection with consumption of various kinds of raw materials required for producing various steel products, and includes all direct costs incurred in the course of such procurement, such as customs duties, freight, clearing and forwarding charges, etc., for the reporting period. Changes in inventories of finished goods, work-in-progress and stock-in-trade comprises of the difference in closing balance vis-à-vis opening balance of finished goods, work-in-progress and stock-in-trade.

Employee Benefits Expenses. Employee benefits expenses comprise of salaries, bonus and allowances, contribution to provident and other funds, staff welfare expenses and share based payment expenses to employees.

Finance Costs. Finance costs comprise of bank loan interest, bank charges and processing fees, other interest (net) and interest on lease liabilities.

Depreciation, Impairment and Amortization Expenses. Depreciation, impairment and amortization expenses comprise of depreciation on property, plant and equipment, depreciation on right-of-use assets, and depreciation and impairment of intangible assets.

Segmental Information

The Company is in the business of manufacturing and sale of Iron & steel products. Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker "CODM" of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments. The Company has monthly review and forecasting procedure in place and CODM reviews the operations of the Company as a whole, hence there are no reportable segments as per Ind AS 108 "Operating Segments"

a. Revenue from operations

The following information discloses revenue from external customers based on geographical areas:

Particulars	As at September 30, 2023	As at September 30, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
- Within India	1,25,386.18	101,992.14	212,230.93	151,786.82	1,07,282.21
- Outside India	46,791.48	56,398.58	92,567.13	105,985.21	47,560.16
Total Revenue	**1,72,177.66**	**1,58,390.72**	**304,798.06**	**257,772.03**	**1,54,842.37**

b. Non-current operating assets

All non –current assets of the company are located in India.

Our Results of Operations

The following table sets forth our statement of profit and loss data for six months ended September 30, 2023 and September 30, 2022, the components of which are also expressed as a percentage of total income for such periods:

Particulars	Six months ended September 30, 2023 (Unaudited)		Six months ended September 30, 2022 (Unaudited)	
	(₹ in lakh)	(% of Total Income)	(₹ in lakh)	(% of Total Income)
Revenue from operations	1,74,401.34	99.84%	1,60,151.49	99.55%
Other Income	278.97	0.16%	722.04	0.45%
Total income	**1,74,680.31**	**100.00%**	**1,60,873.53**	**100.00%**
Expenses				0.00%
(a) Cost of raw materials consumed	1,30,006.02	74.43%	1,19,598.25	74.34%
(b) Purchase of stock-in-trade	-	-	-	-
(c) Changes in Inventories of Finished Goods, work-in-progress and Stock-in- trade	(2,197.32)	(1.26%)	(3,810.61)	(2.37%)
(d) Employee Benefit Expenses	7,664.15	4.39%	6,246.17	3.88%
(e) Finance Cost	4,111.82	2.35%	3,319.45	2.06%
(f) Depreciation & Amortization Expenses	1,734.42	0.99%	1,573.37	0.98%
(g) Other Expenses	24,752.57	14.17%	28,291.27	17.59%
Total expenses	**1,66,071.66**	**95.07%**	**1,55,217.90**	**96.48%**
Profit before exceptional item & tax (III - IV)	**8608.65**	**4.93%**	**5,655.63**	**3.52%**
Exceptional Items	-	-	-	-

Profit/(loss) before tax (V-VI)	**8,608.65**	**4.93%**	**5,655.63**	**3.52%**
Tax Expenses				0.00%
Income tax for previous year	-	-	-	-
Current Tax	2,116.86	1.21%	1,437.02	0.89%
Deferred Tax	163.33	0.09%	74.61	0.05%
MAT Credit Entitlement/ Tax Adjustment	-	-	-	-
Profit for the years (VII-VIII)	**6,328.46**	**3.62%**	**4,144.00**	**2.58%**
Other Comprehensive Income for the period				
(i) Items that will not be reclassified to profit or loss	-	-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-
(i) Items that will be reclassified to profit or loss	-	-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-
Total Other Comprehensive Income	-	-	-	-
Total Comprehensive income for the year	**6,328.46**	**3.62%**	**4,144.00**	**2.58%**

The following table sets forth our statement of profit and loss data for Fiscal 2023, Fiscal 2022 and Fiscal 2021, the components of which are also expressed as a percentage of total income for such periods:

Particulars	Fiscal Year Ended March 31,					
	2023		2022		2021	
	(₹ in lakh)	(% of Total Income)	(₹ in lakh)	(% of Total Income)	(₹ in lakh)	(% of Total Income)
Revenue from operations	307,200.76	99.52%	261,321.26	99.85%	157,211.52	99.63%
Other Income	1,479.40	0.48%	389.05	0.15%	588.45	0.37%
Total income	**308,680.16**	**100.00%**	**261,710.31**	**100.00%**	**157,799.97**	**100.00%**
Expenses						
(a) Cost of raw materials consumed	232,157.73	75.21%	191,849.20	73.31%	115,371.00	73.11%
(b) Purchase of stock-in-trade	-	-	0.70	Negligible	1.20	Negligible
(c) Changes in Inventories of Finished Goods, work-in-progress and Stock-in- trade	(7,885.58)	(2.55%)	(3,539.97)	(1.35%)	(3,387.05)	(2.15%)
(d) Employee Benefit Expenses	12,588.51	4.08%	9,659.86	3.69%	7,358.66	4.66%
(e) Finance Cost	6,551.55	2.12%	5,734.60	2.19%	5,467.68	3.46%
(f) Depreciation & Amortization Expenses	3,259.47	1.06%	2,896.58	1.11%	2,750.00	1.74%
(g) Other Expenses	49,903.00	16.17%	45,051.97	17.21%	26,219.61	16.62%
Total expenses	**296,574.68**	**96.08%**	**251,652.94**	**96.16%**	**153,781.10**	**97.45%**
Profit before exceptional item & tax (III - IV)	**12,105.48**	**3.92%**	**10,057.37**	**3.84%**	**4,018.87**	**2.55%**
Exceptional Items	-	-	-	-	-	-
Profit/(loss) before tax (V-VI)	**12,105.48**	**3.92%**	**10,057.37**	**3.84%**	**4,018.87**	**2.55%**
Tax Expenses						
Income tax for previous year	240.87	0.08%	(55.38)	(0.02%)	(12.20)	(0.01%)
Current Tax	3,118.42	1.01%	2,536.50	0.97%	925.27	0.59%
Deferred Tax	(33.90)	(0.01%)	75.17	0.03%	101.09	0.06%
MAT Credit Entitlement/ Tax Adjustment	-	-	-	-	-	-
Profit for the years (VII-VIII)	**8,780.09**	**2.84%**	**7,501.08**	**2.87%**	**3,004.71**	**1.90%**

Other Comprehensive Income for the period						
(i) Items that will not be reclassified to profit or loss	-	-	-	-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
(i) Items that will be reclassified to profit or loss	-	-	-	-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
Total Other Comprehensive Income	-	-	-	-	-	-
Total Comprehensive income for the year	**8,780.09**	**2.84%**	**7,501.08**	**2.87%**	**3,004.71**	**1.90%**

Results of operations for six months ended September 30, 2023 compared to six months ended September 30, 2022

Particulars	Six months ended September 30, 2023 (Unaudited)	Six months ended September 30, 2022 (Unaudited)	Change (%)
Revenue from operations	1,74,401.34	1,60,151.49	8.90%
Other Income	278.97	722.04	(61.36%)
Total income	**1,74,680.31**	**1,60,873.53**	**8.58%**
Expenses			
(a) Cost of raw materials consumed	1,30,006.02	1,19,598.25	8.70%
(b) Purchase of stock-in-trade	-	-	-
(c) Changes in Inventories of Finished Goods, work-in-progress and Stock-in- trade	(2,197.32)	(3,810.61)	(42.34%)
(d) Employee Benefit Expenses	7,664.15	6,246.17	22.70%
(e) Finance Cost	4,111.82	3,319.45	23.87%
(f) Depreciation & Amortization Expenses	1,734.42	1,573.37	10.24%
(g) Other Expenses	24,752.57	28,291.27	(12.51%)
Total expenses	**1,66,071.66**	**1,55,217.90**	**6.99%**
Profit before exceptional item & tax (III - IV)	**8608.65**	**5,655.63**	**52.21%**
Exceptional Items	-	-	-
Profit/(loss) before tax (V-VI)	**8,608.65**	**5,655.63**	52.21%
Tax Expenses			
Income tax for previous year	-	-	-
Current Tax	2,116.86	1,437.02	47.31%
Deferred Tax	163.33	74.61	118.91%
MAT Credit Entitlement/ Tax Adjustment	-	-	-
Profit for the years (VII-VIII)	**6,328.46**	**4,144.00**	**52.71%**
Other Comprehensive Income for the period			
(i) Items that will not be reclassified to profit or loss	-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-
(i) Items that will be reclassified to profit or loss	-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-
Total Other Comprehensive Income	-	-	-
Total Comprehensive income for the year	**6,328.46**	**4,144.00**	**52.71%**

Income

Our total income decreased by 8.58% to ₹1,74,680.31 lakh for six months ended September 30, 2023 from ₹ 160873.53 lakh for six months ended September 30, 2022, primarily due to increase in revenue from operations.

Revenue from Operations. Our revenue from operations decreased by 8.90% to ₹ 1,74,401.34 lakh for six months ended September 30, 2023 from ₹ 1,60,151.49 lakh for six months ended September 30, 2022. The increase in revenue from operations was primarily due to increase in revenue from Sale of products.

Other income. Our other income decreased by 61.36% to ₹ 278.97 lakh for six months ended September 30, 2023 from ₹722.04 lakh for six months ended 30, 2022.

Expenses

Cost of material consumed, other direct costs, purchases of stock-in-trade & changes in inventory of finished goods, work-in-progress and stock-in-trade. Our cost of material consumed, other direct costs, purchases of stockin- trade & changes in inventory of finished goods, work-in-progress and stock-in-trade (in aggregate) decreased by 10.38% to ₹1,27,808.70 lakh for six months ended September 30, 2023 from ₹1,15,787.64 lakh for six months ended September 30, 2022, primarily due to 8.90% increase in sales during the period.

Employee benefits expenses. Employee benefits expenses increased by 22.70% to ₹7,664.15 for six months ended September 30, 2023 from ₹6,246.17 for six months ended September 30, 2022. This increase was primarily due to an increase in salary, bonus & allowances, and staff welfare expense and on account of new hirings across the company.

Finance costs. Our finance costs decreased by 23.87% to ₹4,111.82 lakh for six months ended September 30, 2023 from ₹,3319.45 lakh for six months ended September 30, 2022. This increase in finance costs was primarily due to increase in short term borrowing to ₹55,115.18 lakh in September 30, 2023 from 42,664.70 Lakh in September 30, 2022.

Depreciation, impairment and amortization expense. Our depreciation, impairment and amortization expense increased by 10.24% to ₹1,734.42 lakh for six months ended September 30, 2023 from ₹ 1,573.37 lakh for six months ended September 30, 2022, primarily due to various expansion programs at our different manufacturing locations.

Other expenses. Our other expenses decreased by 12.51% to ₹24,752.57 lakh for six months ended September 30, 2023 from ₹28,292.27 lakh for six months ended September 30, 2022 on account of following:

- a decrease in power and fuel & Expenses to ₹6111.24 lakh for the six months ended September 30, 2023 from ₹6247.06 lakh for the six months ended September 30, 2022, due to efficient utilisation of power and fuel; and

- a decrease in repairs and maintenance expenses to ₹2067.40 lakh for the six months ended September 30, 2023 from ₹1680.40 lakh for the six months ended September 30, 2022, due to decreasing mis handling of machines by workers and other activities.

- a decrease in Commission and Rebate expenses to ₹941.37 lakh in six months ended September 30, 2023 from ₹1026.26 lakh in six months ended September 30, 2022.

Tax expenses. Our total tax expenses increase by 50.84% to ₹ 2,280.19 lakh for six months ended September 30, 2023 from ₹1,511.63 lakh for six months ended September 30, 2022 primarily due to increase in profits. Our effective tax rate for six months ended September 30, 2023 and six months ended September 30, 2022 was 26.49% and 26.73%.

Profit for the half year. Our profit increased by 52.71% to ₹6,328.46 lakh for six months ended September 30, 2023 from ₹4,144.00 lakh for six months ended September 30, 2022 primarily due to higher growth in the revenue from operation as compared to total expenses.

Other comprehensive income for the half year (net of tax). We have not recorded any other comprehensive income for the six-month period ending September 30, 2023 and September 30, 2022.

Total comprehensive income. As we has not recorded and Other comprehensive income for the six month period ending September 30, 2023 and September 30, 2022, total comprehensive income is same as Profit for the period.

Our Results of Operations for Fiscal 2023, Fiscal 2022 and Fiscal 2021

The following table sets forth select financial data from our audited consolidated statement of profit and loss for Fiscal 2023, Fiscal 2022 and Fiscal 2021:

Results of operations for Fiscal 2023 compared to Fiscal 2022

Particulars	Fiscal 2023	Fiscal 2022	Change (%)
Revenue from operations	307,200.76	261,321.26	17.56%
Other Income	1,479.40	389.05	280.26%
Total income	**308,680.16**	**261,710.31**	**17.95%**
Expenses			
(a) Cost of raw materials consumed	232,157.73	191,849.20	21.01%
(b) Purchase of stock-in-trade	-	0.70	(100%)
(c) Changes in Inventories of Finished Goods, work-in-progress and Stock-in- trade	(7,885.58)	(3,539.97)	122.76%
(d) Employee Benefit Expenses	12,588.51	9,659.86	30.32%
(e) Finance Cost	6,551.55	5,734.60	14.25%
(f) Depreciation & Amortization Expenses	3,259.47	2,896.58	12.53%
(g) Other Expenses	49,903.00	45,051.97	10.77%
Total expenses	**296,574.68**	**251,652.94**	**17.85%**
Profit before exceptional item & tax (III - IV)	**12,105.48**	**10,057.37**	**20.36%**
Exceptional Items	-	**-**	-
Profit/(loss) before tax (V-VI)	**12,105.48**	**10,057.37**	**20.36%**
Tax Expenses			
Income tax for previous year	240.87	(55.38)	534.94%
Current Tax	3,118.42	2,536.50	22.94%
Deferred Tax	(33.90)	75.17	-145.10%
MAT Credit Entitlement/ Tax Adjustment	-	-	-
Profit for the years (VII-VIII)	**8,780.09**	**7,501.08**	**17.05%**
Other Comprehensive Income for the period			
(i) Items that will not be reclassified to profit or loss	-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-
(i) Items that will be reclassified to profit or loss	-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-
Total Other Comprehensive Income	-	**-**	-
Total Comprehensive income for the year	**8,780.09**	**7,501.08**	**17.05%**

Income

Our total income increased by 17.56% to ₹3,08,680.16 lakh for Fiscal 2023 from ₹2,61,710.31lakh for Fiscal 2022, primarily due to increases in revenue from operations.

Revenue from Operations. Our revenue from operations increased by 17.56% to ₹3,07,200.76 lakh for Fiscal 2023 from ₹2,61,321.26 lakh for Fiscal 2022. The increase in revenue from operations was primarily due to increase in sale of product.

Other income. Our other income increased by 280.26% to ₹1,479.40 lakh for Fiscal 2023 from ₹389.05 lakh for Fiscal 2022, primarily on account of Packing Charges, Loading and Unloading Charges.

Expenses

Cost of material consumed, other direct costs, purchases of stock-in-trade & changes in inventory of finished goods, work-in-progress and stock-in-trade. Our cost of material consumed, other direct costs, purchases of stockin- trade & changes in inventory of finished goods, work-in-progress and stock-in-trade (in aggregate) increased by 19.10% to ₹2,24,272.15 lakh for Fiscal 2023 from ₹1,88,309.93 lakh for Fiscal 2022. The increase is primarily due to increase in sales of product and increase in the cost of raw material used in the production of the product.

Employee benefits expenses. Employee benefits expenses increased by 21.01% to ₹12,588.51 lakh for Fiscal 2023 from ₹9,659.86 lakh for Fiscal 2022. This increase was primarily due to an increase in salary, bonus & allowances, and staff welfare expenses on account of new hirings across the company.

Finance costs. Our finance costs increased by 14.25% to ₹6,551.55 lakh for Fiscal 2023 from ₹5734.60 lakh for Fiscal 2022. The total borrowing increased 1.21% from fiscal 2022 to fiscal 2023, however, the increased in finance costs was primarily due to increase in interest on borrowings.

Depreciation, impairment and amortization expense. Our depreciation, impairment and amortization expense increased by 12.53% to ₹ 3,259.47 lakh for Fiscal 2023 from ₹ 2,896.58 lakh for Fiscal 2022, primarily due to various expansion programs at our different manufacturing locations.

Other expenses. Our other expenses increased by 10.77% to ₹49,903.00 lakh for Fiscal 2023 from ₹ 45,051.97 lakh for Fiscal 2022 on account of following:

- an increase in power and fuel to ₹12,099.97 lakh for the Fiscal 2023 from ₹8,857.74 lakh for the Fiscal 2022, due to incremental revenue from manufacturing activities; and

- an increase in Consumption of stores and spares to ₹ 6191.44 lakh for the Fiscal 2023 from ₹ 4993.42 lakh for the Fiscal 2022, due to incremental revenue from manufacturing activities.

- an increase in Travelling and Conveyance to ₹ 1,885.63 lakh for the Fiscal 2023 from ₹ 1,079.40 lakh for the Fiscal 2022, due to increased travel activities;

Tax expenses. Our total tax expenses increased by 30.09% to ₹3,325.39 lakh for Fiscal 2023 from ₹2,556.29 for Fiscal 2022. Our tax expenses for Fiscal 2023 comprised of Income tax for previous year of ₹ 240.87 lakh, current tax expense of ₹3,118.42 lakh and a deferred tax charge of ₹33.90 lakh, while our tax expenses for Fiscal 2022 comprised a Income tax for previous year of ₹(55.38) lakh current tax expense of ₹2,536.50 lakh and a deferred tax charge of ₹75.17 lakh. Our effective tax rate for Fiscal 2023 and Fiscal 2022 was 27.47% and 25.42%, respectively.

Profit for the year. Our profit for the year increased by 17.05% to ₹8,780.09 lakh for Fiscal 2023 from ₹7,501.08 lakh for Fiscal 2022.

Other comprehensive income for the year (net of tax). For the Fiscal 2023 and Fiscal 2022 the Company has not recorded any Other comprehensive income.

Total comprehensive income for the year. For the Fiscal 2023 and Fiscal 2022 the Company has not recorded any Other comprehensive income. Hence, total comprehensive income for the year is same as profit for the year.

Results of operations for Fiscal 2022 compared to Fiscal 2021

Particulars	Fiscal 2023	Fiscal 2022	Change (%)
Revenue from operations	261,321.26	157,211.52	66.22%
Other Income	389.05	588.45	(33.89%)
Total income	**261,710.31**	**157,799.97**	**65.85%**
Expenses			
(a) Cost of raw materials consumed	191,849.20	115,371.00	66.29%
(b) Purchase of stock-in-trade	0.70	1.20	(41.67%)
(c) Changes in Inventories of Finished Goods, work-in-progress and Stock-in- trade	(3,539.97)	(3,387.05)	4.51%
(d) Employee Benefit Expenses	9,659.86	7,358.66	31.27%
(e) Finance Cost	5,734.60	5,467.68	4.88%
(f) Depreciation & Amortization Expenses	2,896.58	2,750.00	5.33%
(g) Other Expenses	45,051.97	26,219.61	71.83%
Total expenses	**251,652.94**	**153,781.10**	**63.64%**
Profit before exceptional item & tax (III - IV)	**10,057.37**	**4,018.87**	**150.25%**
Exceptional Items	**-**	**-**	-
Profit/(loss) before tax (V-VI)	**10,057.37**	**4,018.87**	**150.25%**
Tax Expenses			
Income tax for previous year	(55.38)	(12.20)	353.93%
Current Tax	2,536.50	925.27	174.14%
Deferred Tax	75.17	101.09	(25.64%)
MAT Credit Entitlement/ Tax Adjustment	-	-	-
Profit for the years (VII-VIII)	**7,501.08**	**3,004.71**	**149.64%**
Other Comprehensive Income for the period			
(i) Items that will not be reclassified to profit or loss	-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-
(i) Items that will be reclassified to profit or loss	-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-
Total Other Comprehensive Income	**-**	**-**	-
Total Comprehensive income for the year	**7,501.08**	**3,004.71**	**149.64%**

Income

Our total income increased by 17.95% to ₹2,61,710.31 lakh for Fiscal 2022 from ₹1,57,799.97 lakh for Fiscal 2021, primarily due to increases in revenue from operations.

Revenue from Operations. Our revenue from operations increased by 66.22% to ₹2,61,321.26 lakh for Fiscal 2022 from ₹1,57,211.52 lakh for Fiscal 2021. The increase in revenue from operations was primarily due to increase in sale of product.

Other income. Our other income decreased by 33.89% to ₹ 389.05 lakh for Fiscal 2022 from ₹ 588.45 lakh for Fiscal 2021, primarily on account of fluctuating income.

Expenses

Cost of material consumed, other direct costs, purchases of stock-in-trade & changes in inventory of finished goods, work-in-progress and stock-in-trade. Our cost of material consumed, other direct costs, purchases of stockin- trade & changes in inventory of finished goods, work-in-progress and stock-in-trade (in aggregate) increased by 68.16% to ₹ 1,88,309.93 lakh for Fiscal 2022 from ₹ 1,11,985.15 lakh for Fiscal 2021, which was in line with our increase in revenue.

Employee benefits expenses. Employee benefits expenses increased by 31.27% to ₹ 9,659.86 lakh for Fiscal 2022 from ₹ 7,358.66 lakh for Fiscal 2021. This increase was primarily due to an increase in salary, bonus & allowances, and staff welfare expenses on account of new hiring's across the group.

Finance costs. Our finance costs decreased by 4.88% to ₹5,734.60 lakh for Fiscal 2022 from ₹5,467.68 lakh for Fiscal 2021. This decrease in finance costs was primarily due to favourable borrowing cost despite increase in total borrowing by 17.89% to 59,042.69 lakh for Fiscal 2022 from ₹ 50,081.47 lakh in Fiscal 2021.

Depreciation, impairment and amortization expense. Our depreciation, impairment and amortization expense increased by 5.33% to ₹ 2,896.58 lakh for Fiscal 2022 from ₹2,750.00 lakh for Fiscal 2021, primarily due to various expansion programs at our different manufacturing locations.

Other expenses. Our other expenses increased by 71.83% to ₹45,051.97 lakh for Fiscal 2022 from ₹26,219.61 lakh for Fiscal 2021 on account of following:

- an increase in freight & forwarding charges to ₹ 17,403.68 lakh for the Fiscal 2022 from ₹7,675.56 lakh for the Fiscal 2021, due to incremental revenue from manufacturing activities; and

- an increase of 49.69% in power & fuel expenses to ₹8,857.74 lakh for the Fiscal 2022 from ₹5917.40 lakh for the Fiscal 2021, due to incremental revenue from manufacturing activities.

- An increase in Packing Materials cost to ₹ 2,488.25 lakh in Fiscal 2022 from ₹ 1,591.07 lakh in Fiscal 2021 due to incremental revenue from manufacturing activities.

Tax expenses. Our total tax expenses increased by 152.06% to ₹ 2,556.29 lakh for Fiscal 2022 from ₹ 1,014.16 lakh for Fiscal 2021. Our tax expenses for Fiscal 2022 comprised a income tax for previous year of ₹(55.38) lakh, current tax expense of ₹ 2,536.50 lakh and a deferred tax charge of ₹ 75.17 lakh, while our tax expenses for Fiscal 2021 comprised a income tax for previous year of ₹(12.20) lakh, current tax expense of ₹ 925.27 lakh and a deferred tax charge of ₹ 101.09 lakh. Our effective tax rate for Fiscal 2022 and Fiscal 2021 was 25.42% and 25.23% respectively.

Profit for the year. Our profit for the year increased by 149.64% to ₹ 7,501.08 lakh for Fiscal 2022 from ₹ 3,004.71 lakh for Fiscal 2021 primarily due to increase in revenue from sale of product.

Other comprehensive income for the year (net of tax). For the Fiscal 2023 and Fiscal 2022 the Company has not recorded any Other comprehensive income.

Total comprehensive income for the year. For the Fiscal 2023 and Fiscal 2022 the Company has not recorded any Other comprehensive income. Hence, total comprehensive income for the year is same as profit for the year.

Liquidity and Capital Resources

Capital Requirements

Our principal capital requirements are for payment of principal and interest on our borrowings, capital expenditure and working capital expenditure. Our principal source of funding has been and is expected to continue to be, cash generated from our operations, supplemented by borrowings from banks and financial institutions and optimization of operating working capital. For Fiscal 2023, Fiscal 2022 and Fiscal 2021, we met our funding requirements, including satisfaction of debt obligations, capital expenditure, investments, other working capital requirements, payouts to shareholders and other cash outlays, principally with funds generated from operations, optimization of operating working capital with the balance met from external borrowings, borrowings from banks and fund raising by way of the preferential issue of equity shares.

We intend to utilise the funds generated from this issue towards funding working capital requirement of the Company along with a mix of debt and internal accruals.

Liquidity

Our liquidity requirements arise principally from our operating activities, capital expenditures for construction of new facilities and purchase of plant & machinery, the repayment of borrowings and debt service obligations. Historically, our principal sources of funding have included cash from operations, short- and long-term borrowings from banks, working capital limits from banks, cash and cash equivalents and equity and financing provided by our shareholders. We have also entered into working capital facilities with banks, which provides sufficient liquidity for our requirements.

Cash Flows

The following table sets forth our cash flows for six months ended September 30, 2023, Fiscal 2023, Fiscal 2022 and Fiscal 2021:

Particulars	Six months ended	Fiscal year ended March 31,		
	September 30, 2023*	2023	2022	2021
Net cash generated from in Operating Activities (A)	5,066.27	6,488.75	7,775.31	4,310.73
Net cash (used) in Investing Activities (B)	(5,964.73)	(7,813.97)	(8,460.18)	(2,211.36)
Net cash (used) in / generated from Financing Activities (C)	931.75	1,333.68	629.83	(2,311.11)
Net increase in cash and cash Equivalents (A+B+C)	**33.29**	**8.46**	**(55.04)**	**(211.74)**

Operating Activities

Net cash generated from operating activities was ₹5,066.27lakh for six months ended September 30, 2023. While our profit before taxes was ₹8,608.65 lakh, we had an operating profit before working capital changes of ₹13,916.31lakh, which was primarily due to adjustments for finance costs (net) of ₹4,111.82 lakh and depreciation, impairment and amortization expenses of ₹1,734.42 lakh. Our working capital changes for six months ended September 30, 2023 primarily consisted of an increase in other payable of ₹2,558.20 lakh, an increase in inventories of ₹ 3,081.19, an increase in trade receivable of ₹1,635.86 and increase in other receivable of ₹4,875.56 which were offset by a decrease in trade payable of ₹ 273.02 lakh. Our cash generated from operating activities was ₹6,607.88 lakh, adjusted by income taxes paid (net of refund and interest) of ₹1,541.61 lakh.

Net cash generated from operating activities was ₹6,488.75lakh for Fiscal 2023. While our profit before taxes was ₹12,105.48 lakh, we had an operating profit before working capital changes of ₹21,947.22 lakh, which was primarily due to adjustments for finance costs (net) of ₹6,551.55 lakh and depreciation, impairment and amortization expenses of ₹3,259.47lakh. Our working capital changes for Fiscal 2023 primarily consisted of a increase in trade payable of ₹2,455.88 lakh, increase in other payable of ₹ 2,553.22 lakh, increase in Inventories of ₹9,203.43 lakh, increase in trade receivable of ₹6,875.10 lakh and increase in other receivable of ₹1,141.46 lakh. Our cash generated from operating activities was ₹9,736.33 lakh, adjusted by income taxes paid (net of refund and interest) of ₹3,247.58 lakh.

Net cash generated from operating activities was ₹7,775.31lakh for Fiscal 2022. While our profit before taxes was ₹10,057.37 lakh, we had an operating profit before working capital changes of ₹19,694.94 lakh, which was primarily due to adjustments for finance costs (net) of ₹5,734.60lakh and depreciation, impairment and amortization expenses of ₹2,896.58 lakh. Our working capital changes for Fiscal 2022 primarily consisted of a increase in trade payable of ₹478.81 lakh, increase in other payable of ₹708.22 lakh, increase in inventories of ₹ 7,554.30 lakh and increase in trade receivable of ₹ 6,286.57 lakh which was partially offset by a decrease in other receivable of ₹ 2,761.31 lakh. Our cash generated from operating activities was ₹ 9,802.41 lakh, adjusted by income taxes paid (net of refund and interest) of ₹2,027.10 lakh.

Net cash generated from operating activities was ₹ 4,310.73 lakh for Fiscal 2021. While our profit before taxes was ₹4,018.87 lakh, we had an operating profit before working capital changes of ₹11,837.21 lakh, which was primarily due to adjustments for finance costs (net) of ₹5,467.68 lakh and depreciation and amortization expenses of ₹2,750.00 lakh. Our working capital changes for Fiscal 2021 primarily consisted of an increase in trade payable of ₹3,057.41 lakh, increase in other payable of ₹809.79 lakh, increase in inventories of ₹3,789.09 lakh and increase in Other receivable of ₹6,827.85 lakh which was partially offset by a decrease in Trade receivable of ₹408.04 lakh. Oue cash generated from operating activities was ₹5,495.51 lakh, adjusted by income taxes paid (net of refund and interest) of ₹ 1,184.78 lakh.

Investing Activities

Net cash used in investing activities was ₹(5,964.73) lakh for six months ended September 30, 2023, primarily due outflow for Capital expenditure on property, plant & equipment of ₹6,136.90lakh and inflow due to Interest received of ₹ 172.17 lakh.

Net cash used in investing activities was ₹(7,813.97) lakh for Fiscal 2023, primarily due outflow for Capital expenditure on property, plant & equipment and Investment in Unquoted Shares of ₹7,829.63 lakh and ₹350.00 lakh respectively and inflow due to Proceeds from sale of property, plant & equipment of ₹ 227.99 lakh and Interest received of ₹ 137.67 lakh.

Net cash used in investing activities was ₹(8,460.18)lakh for Fiscal 2022, primarily due outflow for Capital expenditure on property, plant & equipment of ₹8,531.63 lakh, Investments in equity shares of subsidiary of ₹ 80.00 lakh and Investment in mutual funds of ₹10.00 lakh and inflow due to Proceeds from sale of property, plant & equipment of ₹ 43.85 lakh and Interest received of ₹117.60 lakh.

Net cash used in investing activities was ₹(2,211.36) lakh for Fiscal 2021, primarily due outflow for Capital expenditure on property, plant & equipment of ₹2,321.32 lakh and inflow due to Proceeds from sale of property, plant & equipment of ₹ 16.12 lakh and Interest received of ₹93.84 lakh.

Financing Activities

Net cash from financing activities was ₹ 931.75 lakh for six months ended September 30, 2023, primarily comprising of proceeds from short term borrowings of ₹5,081.96 lakh, Proceeds from Unsecured Loans (net) of ₹ 648.95 lakh which was set off by proceeds from long term borrowings (net) of ₹ (142.21) lakh, interest payment of ₹ 4,111.82 lakh and Dividend Payment of ₹545.13 lakh.

Net cash used in financing activities was ₹1,333.68 lakh for Fiscal 2023, primarily comprising of proceeds from issue of Equity Shares & Warrants of ₹7,693.80 lakh, proceeds from short term borrowings of ₹ 3,614.05 lakh and proceeds from unsecured loans (net) of ₹6.58 lakh which was set off by proceeds from long term borrowings (net) of ₹ (2,911.26) lakh, interest payment of ₹ 6,549.35 lakh and dividend Payment of ₹ 520.14 lakh.

Net cash generated from financing activities was ₹629.83 lakh for Fiscal 2022, primarily comprising the proceeds from issue of Equity Shares & Warrants ₹ 1,125.00 lakh, Proceeds from short term borrowings of ₹ 4,936.14 lakh and proceeds from long term borrowings (net) of ₹ 668.70, which was offset by the interest payment of ₹ 5,722.01akh and dividend payment of ₹ 378.84 lakh.

Net cash generated from financing activities was ₹ (2,311.11) lakh for Fiscal 2021, primarily Proceeds from long term borrowings (net) of ₹4,638.23 lakh and proceeds from issue of equity shares & warrants of ₹ 731.25 lakh which was offset by the interest payment of ₹5,422.16 lakh and proceeds from short term borrowings of ₹ (2,258.43) lakh.

Financial Indebtedness

The following table sets forth our secured and unsecured debt position as of September 30, 2023 and March 31, 2023.

(Rs. In Lakh)

Indebtness	As of September 30, 2023	As of March 31, 2023
Short Term Borrowing		
Secured Loans		
- From Banks and Financial Institution (Working Capital Loan)	**50888.68**	45,806.70
- Current maturities of long-term debt	**4226.50**	4,862.05
Total (A)	**55115.18**	**50,668.75**
Long Term Borrowing		
Term Loans		
- Secured Loan	**9612.19**	9,118.85
- Unamortised upfront fees on borrowing	**(33.34)**	(33.34)
Other Loans		
Unsecured Loan		**-**
Related Parties	**741.92**	**7.42**

Total (B)	**10320.77**	**9,092.93**
Total Indebtedness (A+B)	**65435.95**	**59,761.68**

Capital Expenditure

The following table sets forth additions to property, plant and equipment by category of expenditure, for the Fiscals/ periods indicated below:

(Rs. In Lakh)

Particulars	For Six months ended		For the year ended March 31,		
	September 30, 2023	September 30, 2022	2023	2022	2021
Leasehold Land	822.86	822.86	-	-	-
Freehold Land	4736.87	570.20	1,909.07	-	-
Factory Building	7794.30	7374.39	888.34	179.47	6.18
Office Building	241.96	197.78	48.55	-	-
Plant & Machinery	24,563.05	25,213.65	2,897.94	5,479.65	1,022.06
Furniture & fixture	1,552.92	1549.36	558.00	399.34	34.96
Office equipment	114.88	104.53	45.60	43.28	32.95
Computer	125.33	89.55	56.78	51.67	26.25
Vehicle	1,165.04	1,314.41	779.26	440.54	45.60
Total	**41,117.24**	**37,236**	**7,183.54**	**6593.95**	**1,168.00**

Contingent Liabilities and Commitments

The following table sets forth certain information relating to our contingent liabilities and claims against us, to the extent provided for, as of March 31, 2023, as determined in accordance with Ind AS 37:

(Rs. In Lakh)

Particulars	Amount
Contingent Liabilities	
1. Outstanding bank guarantees issued by the banks & counter guaranteed by the Group and other guarantees	7,012.09
2. Bills discounted with Banks	5,501.52
3. Disputed demand under Central Excise & Commercial Tax U.P.	19.84
Commitments	
Estimated amount of contracts remaining to be executed on Capital Account and not provided for	2,958.12

Interest Coverage Ratio

Computation of Interest Coverage Ratio of Goodluck India Limited ("the Company") for the periods indicated below are as follows:

Particulars	Fiscal 2021	Fiscal 2022	Fiscal 2023	Six months ended September 30, 2023
Earnings Before Interest & Tax (A)	9,486.55	15,791.97	18,657.03	12,720.47
Interest Expenses (B)	5,422.16	5,722.01	6,549.35	4,111.82
Interest Coverage Ratio (A/B)	1.75	2.76	2.85	3.09

Notes:

1. *Earnings Before Interest & Tax includes profit before exceptional item and income tax along with the finance costs during the year/period.*
2. *Interest expenses are the total Finance cost incurred for the relevant years/period.*

3. *The above ratios have been computed on the basis of the Audited Consolidated Financial Statements for the Fiscal 2023, 2022 and 2021 and Unaudited Consolidated Financial Results for the six months period ended September 30, 2023.*
4. *Ratios for current period i.e. six months ended September 30, 2023, are not annualized.*

Off-Balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties. For details of our related party transactions, see "*Related Party Transactions*" on page 50.

Quantitative and Qualitative Analysis of Market Risks

Our Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables, lease liabilities and financial guarantee contracts. The main purpose of these financial liabilities is to finance our Company's operations and to provide guarantees to support its operations. Our Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

Our Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. Our Company's management has the overall responsibility for the establishment and oversight of the Company's risk management framework. Our Company has constituted a Risk Management Committee, which is responsible for developing and monitoring our Company's risk management policies. Our Company's risk management policies are established to identify and analyse the risks faced by our Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our Company's activities.

The following is an explanation of the sources of risks to which we are exposed and how we manage these risks:

INDUSTRY OVERVIEW

This report is prepared by CARE Analytics and Advisory Private Limited (CareEdge Research). CareEdge Research has taken utmost care to ensure accuracy and objectivity while developing this report based on information available in CareEdge Research's proprietary database, and other sources considered by CareEdge Research as accurate and reliable including the information in public domain. The views and opinions expressed herein do not constitute the opinion of CareEdge Research to buy or invest in this industry, sector or companies operating in this sector or industry and is also not a recommendation to enter into any transaction in this industry or sector in any manner whatsoever.

This report has to be seen in its entirety; the selective review of portions of the report may lead to inaccurate assessments. All forecasts in this report are based on assumptions considered to be reasonable by CareEdge Research; however, the actual outcome may be materially affected by changes in the industry and economic circumstances, which could be different from the projections.

Nothing contained in this report is capable or intended to create any legally binding obligations on the sender or CareEdge Research which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. CareEdge Research is also not responsible for any errors in transmission and specifically states that it, or its Directors, employees, parent company – CARE Ratings Ltd., or its Directors, employees do not have any financial liabilities whatsoever to the subscribers/users of this report. The subscriber/user assumes the entire risk of any use made of this report or data herein. This report is for the information of the authorized recipient in India only and any reproduction of the report or part of it would require explicit written prior approval of CareEdge Research.

CareEdge Research shall reveal the report to the extent necessary and called for by appropriate regulatory agencies, viz., SEBI, RBI, Government authorities, etc., if it is required to do so. By accepting a copy of this Report, the recipient accepts the terms of this Disclaimer, which forms an integral part of this Report.

For more information, see "Risk Factors - Certain sections of this Placement Document disclose information from the CareEdge Report which is a paid report and commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks." on page 59. *Also see, "Industry and Market Data" on page* 18**.**

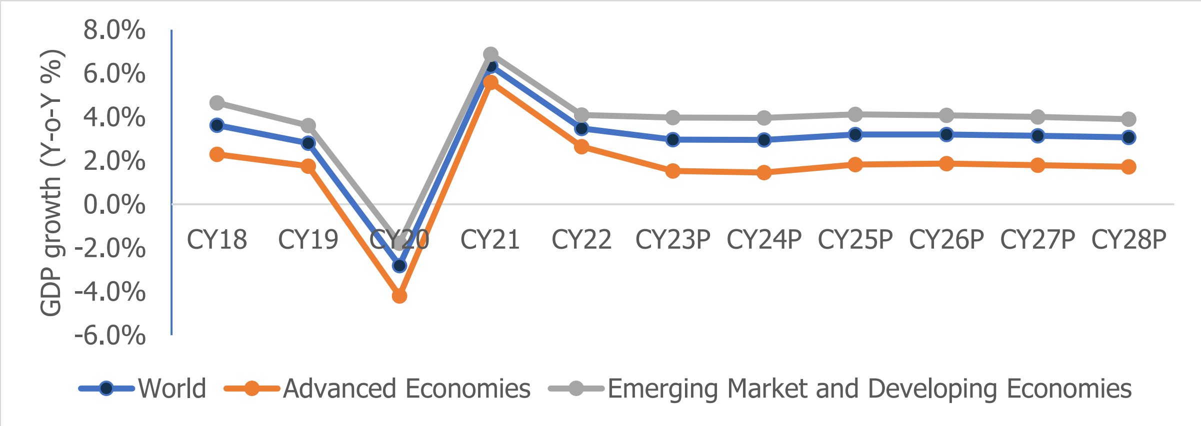
1 Economic Outlook

1.1 Global Economy

As per the International Monetary Fund (IMF)'s World Economic Outlook growth projections released in October 2023, the global economic growth for CY22[1] stood at 3.5% on a year-on-year (y-o-y) basis, down from 6.3% in CY21 due to disruptions resulting from the Russia-Ukraine conflict and higher-than-expected inflation worldwide. On the other hand, the global economic growth for CY23 is projected to slow down further to 3.0% and 2.9% in CY24, attributed to compressing global financial conditions, expectant steeper interest rate hikes by major central banks to fight inflation, and spill-over effects from the Russia-Ukraine conflict, with gas supplies from Russia to Europe expected to remain tightened. For the next 4 years, the IMF projects world economic growth in the range of 3.0%-3.2% on a y-o-y basis.

[1] CY – Calendar Year

Chart 1: Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)



Notes: P-Projection;
Source: IMF – World Economic Outlook, October 2023

Table 1: GDP growth trend comparison - India v/s Other Economies (Real GDP, Y-o-Y change in %)

	Real GDP (Y-o-Y change in %)									
	CY19	CY20	CY21	CY22	CY23P	CY24P	CY25P	CY26P	CY27P	CY28P
India	3.9	-5.8	9.1	7.2	6.3	6.3	6.3	6.3	6.3	6.3
China	6.0	2.2	8.5	3.0	5.0	4.2	4.1	4.1	3.7	3.4
Indonesia	5.0	-2.1	3.7	5.3	5.0	5.0	5.0	5.0	5.0	5.0
Saudi Arabia	0.8	-4.3	3.9	8.7	0.8	4.0	4.2	3.3	3.3	3.1
Brazil	1.2	-3.3	5.0	2.9	3.1	1.5	1.9	1.9	2.0	2.0
Euro Area	1.6	-6.1	5.6	3.3	0.7	1.2	1.8	1.7	1.5	1.3
United States	2.3	-2.8	5.9	2.1	2.1	1.5	1.8	2.1	2.1	2.1

P- Projections; Source: IMF- World Economic Outlook Database (October 2023)

Advanced Economies Group

The major advanced economies registered GDP growth of 2.6% in CY22, down from 5.6% in CY21, which is further projected to decline to 1.5% in CY23. This forecast of low growth reflects increased central bank interest rates to fight inflation and the impact of the Russia-Ukraine war. About 90% of advanced economies are projected to witness decline GDP growth in CY23 compared to CY22. In addition, this is further expected to decline to 1.4% in CY24.

One of the major countries from this group is the **United States**. The United States registered GDP growth of 2.1% in CY22 compared to 5.9% in CY21. Whereas, growth for CY23 and CY24 is projected at 2.1% and 1.5%, respectively. Among advanced economies group, private consumption has been stronger in the United States than in the euro area. The business investments have also been robust in the second quarter, in addition, the general government fiscal stance of United States is expected to be expansionary in CY23. However, the unemployment rate is expected to rise coupled with declining wages and savings. With this, the GDP growth is expected to soften in near term.

Further, the **Euro Area** registered GDP growth of 3.3% in CY22 compared to 5.6% in CY21. For CY23 and CY24, the growth is projected at 0.7% and 1.2%, respectively. There is divergence in GDP growth across the euro area. Wherein, Germany is expected to witnesses slight contraction in growth due to weak interest rate sensitive sector and slow trading demand. On the other hand, the GDP growth for France has been revised upwards on account of growing industrial production and external demand.

Emerging Market and Developing Economies Group

For the emerging market and developing economies group, GDP growth stood at 4.1% in CY22, compared to 6.9% in CY21. This growth is further projected at 4.0% in CY23 and CY24. About 90% of the emerging economies are projected to make positive growth. While the remaining economies, including the low-income countries, are expected to progress slower.

Further, in China, growth is expected to pick up to 5.0% with the full reopening in CY23 and subsequently moderate in CY24 to 4.2%. The property market crisis and lower investment are key factors leading to this moderation. Whereas, India is projected to remain strong at 6.3% for both CY23 and CY24 backed by resilient domestic demands despite external headwinds.

The Indonesian economy is expected to register growth of 5% both in CY23 and CY24 with a strong recovery in domestic demands, a healthy export performance, policy measures, and normalization in commodity prices. In CY22, Saudi Arabia was the fastest-growing economy in this peer set with 8.7% growth. The growth is accredited to robust oil production, non-oil private investments encompassing wholesale and retail trade, construction and transport, and surging private consumption. Saudi Arabia is expected to grow at 0.8% and 4.0% in CY23 and CY24, respectively. On the other hand, Brazil is expected to project growth of 3.1% in CY23 driven by buoyant agriculture and resilient services in the first half of CY23.

Despite the turmoil in the last 2-3 years, India bears good tidings to become a USD 5 trillion economy by CY27. According to the IMF dataset on Gross Domestic Product (GDP) at current prices, the GDP has been estimated to be at USD 3.4 trillion for CY22 and is projected to reach USD 5.2 trillion by CY27. India’s expected GDP growth rate for coming years is almost double compared to the world economy.

Besides, India stands out as the fastest-growing economy among the major economies. The country is expected to grow at more than 6% in the period of CY24-CY28, outshining China’s growth rate. By CY27, the Indian economy is estimated to emerge as the third-largest economy globally, hopping over Japan and Germany. Currently, it is the third-largest economy globally in terms of Purchasing Power Parity (PPP) with a ~7% share in the global economy, with China [~18%] on the top followed by the United States [~15%]. Purchasing Power Parity is an economic performance indicator denoting the relative price of an average basket of goods and services that a household needs for livelihood in each country.

Despite Covid-19’s impact, high inflationary and interest rates globally, and the geopolitical tensions in Europe, India has been a major contributor to world economic growth. India is increasingly becoming an open economy as well through growing foreign trade. Despite the global inflation and uncertainties, Indian economy continues to show resilience. This resilience is mainly supported stable financial sector backed by well-capitalized banks and export of services in trade balance. With this, the growth of Indian economy is expected to fare better than other economies majorly on account of strong investment activity bolstered by the government’s capex push and buoyant private consumption, particularly among higher income earners.

1.2 Indian Economic Outlook

1.2.1 GDP Growth and Outlook

Resilience to External Shocks remains Critical for Near-Term Outlook

India’s GDP grew by 9.1% in FY22 and stood at Rs. 149.3 trillion despite the pandemic and geopolitical Russia-Ukraine spillovers. In Q1FY23, India recorded 13.2% y-o-y growth in GDP, largely attributed to improved performance by the agriculture and services sectors. Following this double-digit growth, Q2FY23 witnessed 6.3% y-o-y growth, while Q3FY23 registered 4.5% y-o-y growth. The slowdown during Q2FY23 and Q3FY23 compared to Q1FY23 can be attributed to the normalization of the base and a contraction in the manufacturing sector’s output.

Subsequently, Q4FY23 registered broad-based improvement across sectors compared to Q3FY23 with a growth of 6.1% y-o-y. The investments, as announced in the Union Budget 2022-23 on boosting public infrastructure through enhanced capital expenditure, have augmented growth and encouraged private investment through large multiplier effects in FY23. Supported by fixed investment and higher net exports, GDP for full-year FY23 was valued at Rs. 160.1 trillion registering an increase of 7.2% y-o-y.

Furthermore, in Q1FY24, the economic growth accelerated to 7.8%. The manufacturing sector maintained an encouraging pace of growth, given the favorable demand conditions and lower input prices. The growth was supplemented by a supportive base alongside robust services and construction activities.

GDP Growth Outlook

- During FY24, strong agricultural and allied activity prospects are likely to boost rural demands. However, a rebound in contact-intensive sectors and discretionary spending is expected to support urban consumption.
- Strong credit growth, resilient financial markets, and the government's continual push for capital spending and infrastructure are likely to create a compatible environment for investments.
- External demand is likely to remain subdued with a slowdown in global activities, thereby indicating adverse implications for exports. Additionally, heightened inflationary pressures and resultant policy tightening may pose a risk to the growth potential.

Taking all these factors into consideration, in October 2023, the RBI in its bi-monthly monetary policy meeting estimated a real GDP growth of 6.5% y-o-y for FY24.

Table 2: RBI's GDP Growth Outlook (Y-o-Y %)

FY24 (complete year)	Q2FY24	Q3FY24	Q4FY24	Q1FY25
6.5	6.5	6.0	5.7	6.6%

Source: Reserve Bank of India

1.2.2 Gross Value Added (GVA)

Gross Value Added (GVA) is the measure of the value of goods and services produced in an economy. GVA gives a picture of the supply side whereas GDP represents consumption.

Industry and Services Sector Leading the Recovery Charge

• The gap between GDP and GVA growth turned positive in FY22 (after a gap of two years) due to robust tax collections. Of the three major sector heads, the service sector has been the fastest-growing sector in the last 5 years.

• The **agriculture sector** was holding growth momentum till FY18. In FY19, the acreage for the rabi crop was marginally lower than the previous year which affected the agricultural performance. Whereas FY20 witnessed growth on account of improved production. During the pandemic-impacted period of FY21, the agriculture sector was largely insulated as timely and proactive exemptions from COVID-induced lockdowns to the sector facilitated uninterrupted harvesting of rabi crops and sowing of kharif crops. However, supply chain disruptions impacted the flow of agricultural goods leading to high food inflation and adverse initial impact on some major agricultural exports. However, performance remained steady in FY22.

Further, in Q1FY23 and Q2FY23, the agriculture sector recorded a growth of 2.4% and 2.5%, respectively, on a y-o-y basis. Due to uneven rains in the financial year, the production of some major Kharif crops, such as rice and pulses, was adversely impacted thereby impacting the agriculture sector's output. In Q3FY23 and Q4FY23, the sector recorded a growth of 4.7% and 5.5%, respectively, on a y-o-y basis.

Overall, the agriculture sector performed well despite weather-related disruptions, such as uneven monsoon and unseasonal rainfall, impacting yields of some major crops and clocked a growth of 4% y-o-y in FY23, garnering Rs. 22.3 trillion. In Q1FY24, this sector expanded at a slower pace of 3.1% compared to a quarter ago. Going forward, rising bank credit to the sector and increased exports will be the drivers for the agriculture sector. However, a deficient rainfall may impact the reservoir level weighing on prospects of rabi sowing. A downside risk exists in case the intensity of El Nino is significantly strong.

• The **industrial sector** witnessed a CAGR of 4.7% for the period FY16 to FY19. From March 2020 onwards, the nationwide lockdown due to the pandemic significantly impacted industrial activities. In FY20 and FY21, this sector felt turbulence due to the pandemic and recorded a decline of 1.4% and 0.9%, respectively, on a y-o-y basis. With the opening up of the economy and resumption of industrial activities, it registered 11.6% y-o-y growth in FY22, albeit on a lower base.

The industrial output in Q1FY23 jumped 9.4% on a y-o-y basis. However, in the subsequent quarter, the sector witnessed a sharp contraction of 0.5% due to lower output across the mining, manufacturing, and construction sectors. This was mainly because of the poor performance of the manufacturing sector, which was marred by high input costs. In Q3FY23, the sector grew modestly by 2.3% y-o-y. The growth picked up in Q4FY23 to 6.3% y-o-y owing to a rebound in manufacturing activities and healthy growth in the construction sector. Overall, the industrial sector is estimated to be valued at Rs. 45.2 trillion registering 4.4% growth in FY23.

The industrial sector grew by 5.5% in Q1FY24. The industrial growth was mainly supported by sustained momentum in the manufacturing and construction sectors. Within manufacturing (as captured by IIP numbers), industries such as pharma, non-metallic mineral products, rubber, plastic, metals, etc., witnessed higher production growth during the quarter.

• The **services sector** recorded a CAGR of 7.1% for the period FY16 to FY20, which was led by trade, hotels, transport, communication, and services related to broadcasting, finance, real estate, and professional services. This sector was the hardest hit by the pandemic and registered an 8.2% y-o-y decline in FY21. The easing of restrictions aided a fast rebound in this sector, with 8.8% y-o-y growth witnessed in FY22.

In Q1FY23 and Q2FY23, this sector registered a y-o-y growth of 16.3% and 9.4%, respectively, on a lower base and supported by a revival in contact-intensive industries. Further, the services sector continued to witness buoyant demand and recorded a growth of 6.1% y-o-y in Q3FY23. Supported by robust discretionary demands, Q4FY23 registered 6.9% growth largely driven by the trade, hotel, and transportation industries. Overall, benefitting from the pent-up demand, the service sector was valued at Rs. 20.6 trillion and registered growth of 9.5% y-o-y in FY23.

Whereas in Q1FY24, the services sector growth jumped to 10.3%. Within services, there was a broad-based improvement in growth across different sub-sectors. However, the sharpest jump was seen in financial, real estate, and professional services. Trade, hotels, and transport sub-sectors expanded at a healthy pace gaining from strength in discretionary demand. Accordingly, steady growth in various service sector indicators like air passenger traffic, port cargo traffic, GST collections, and retail credit are expected to support the services sector.

Table 3: Sectoral Growth (Y-o-Y % Growth) - at Constant Prices

At constant Prices	FY18	FY19	FY20 (3RE)	FY21 (2RE)	FY22 (1RE)	FY23 (PE)	Q1FY23	Q1FY24
Agriculture, Forestry & Fishing	**6.6**	**2.1**	**6.2**	**4.1**	**3.5**	**4**	**2.4**	**3.5**
Industry	**5.9**	**5.3**	**-1.4**	**-0.9**	**11.6**	**4.4**	**9.4**	**5.5**
Mining & Quarrying	-5.6	-0.8	-3	-8.6	7.1	4.6	9.5	5.8
Manufacturing	7.5	5.4	-3	2.9	11.1	1.3	6.1	4.7
Electricity, Gas, Water Supply & Other Utility Services	10.6	7.9	2.3	-4.3	9.9	9	14.9	2.9
Construction	5.2	6.5	1.6	-5.7	14.8	10	16	7.9
Services	**6.3**	**7.2**	**6.4**	**-8.2**	**8.8**	**9.5**	**9.4**	**10.3**
Trade, Hotels, Transport, Communication & Broadcasting	10.3	7.2	6	-19.7	13.8	14	25.7	9.2
Financial, Real Estate & Professional Services	1.8	7	6.8	2.1	4.7	7.1	8.5	12.2
Public Administration, Defence and Other Services	8.3	7.5	6.6	-7.6	9.7	7.2	21.3	7.9
GVA at Basic Price	**6.2**	**5.8**	**3.9**	**-4.2**	**8.8**	**7**	**11.9**	**7.8**

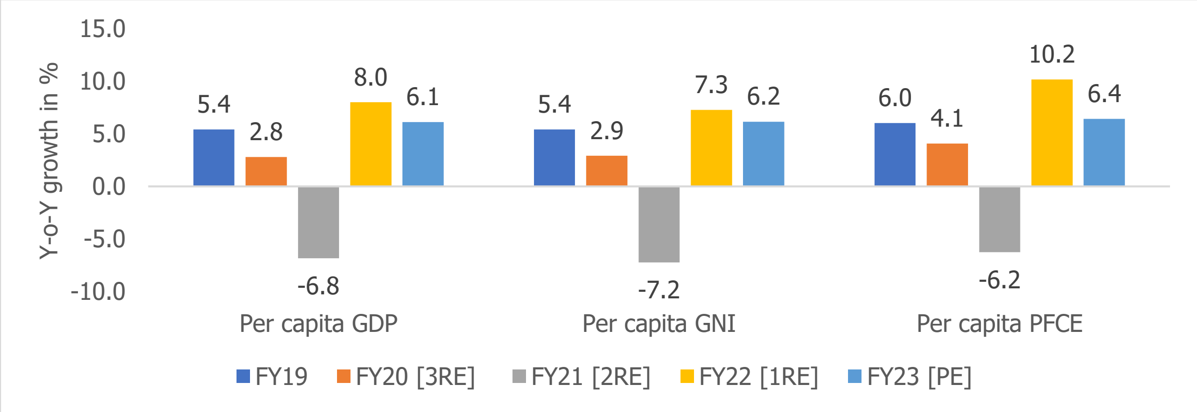
Note: 3RE – Third Revised Estimate, 2RE – Second Revised Estimates, 1RE – First Revised Estimates, PE – Provisional Estimate; Source: MOSPI

Per capita GDP, Per Capita GNI and Per Capita PFCE

India has a population of about 1.3 billion with a young demographic profile. The advantages associated with this demographic dividend are better economic growth, rapid industrialization and urbanization.

Gross Domestic Product (GDP) per capita is a measure of a country's economic output per person. FY21 witnessea significant de-growth due to the pandemic. However, in FY22 the economy paved its way towards recovery and the per capita GDP grew by 8.0%. This growth was moderated to 6.1% due to the correction of base effect in FY23. The Gross national income (GNI) also increased by 7.3% in FY22 and 6.2% in FY23. The per capita private final consumption expenditure (PFCE), which represents consumer spending, increased by 10.2% in FY22 and 6.4% in FY23.

Chart 2: Growth in Per Capita GDP, Income and Final Consumption (Y-o-Y growth in %)

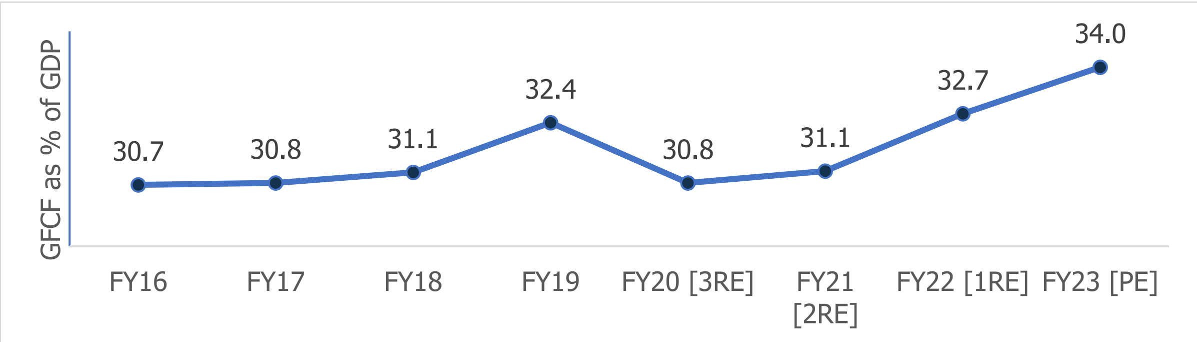


Note: 3RE – Third Revised Estimate, 2RE – Second Revised Estimates, 1RE – First Revised Estimates, PE – Provisional Estimate; Source: MOSPI

1.2.3 Investment Trend in Infrastructure

Gross Fixed Capital Formation (GFCF), which is a measure of the net increase in physical assets, witnessed an improvement in FY22. As a proportion of GDP, it is estimated to be at 32.7%, which is the second-highest level in 7 years (since FY15). In FY23, the ratio of investment (GFCE) to GDP climbed up to its highest in the last decade at 34%, as per the advanced estimate released by the Ministry of Statistics and Programme Implementation (MOSPI).

Chart 3: Gross Fixed Capital Formation (GFCF) as % of GDP (At constant prices):



Note: 3RE – Third Revised Estimate, 2RE – Second Revised Estimates, 1RE – First Revised Estimates, PE – Provisional Estimate;
Source: MOSPI

Overall, the support of public investment in infrastructure is likely to gain traction due to initiatives such as Atmanirbhar Bharat, Make in India, and Production-linked Incentive (PLI) scheme announced across various sectors.

1.2.4 Industrial Growth

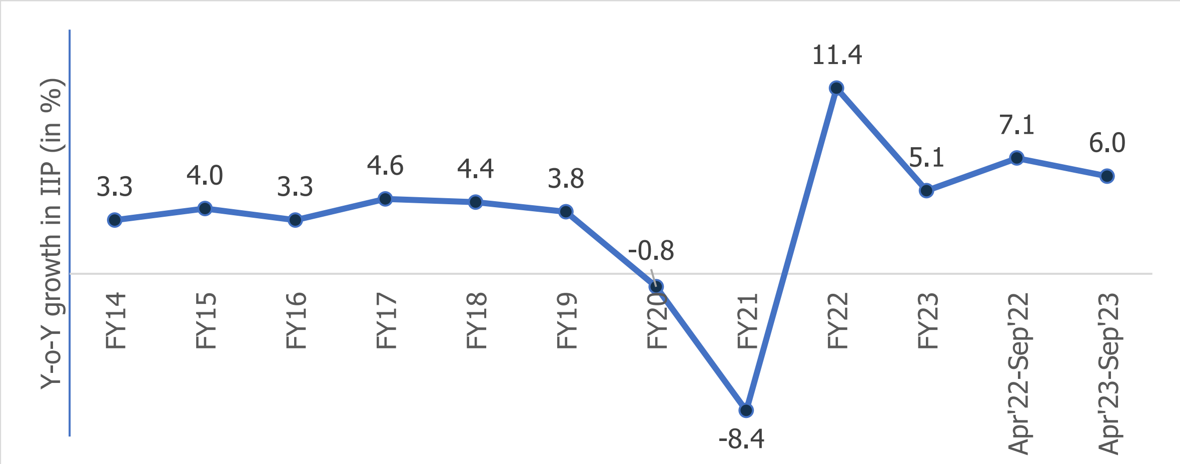
Improved Core and Capital Goods Sectors helped IIP Growth Momentum

The Index of Industrial Production (IIP) is an index to track manufacturing activity in an economy. On a cumulative basis, IIP grew by 11.4% y-o-y in FY22 post declining by 0.8% y-o-y and 8.4% y-o-y, respectively, in FY20 and FY21. This high growth was mainly backed by a low base of FY21. FY22 IIP was higher by 2.0%

when compared with the pre-pandemic level of FY20, indicating that while economic recovery was underway, it was still at very nascent stages.

During FY23, the industrial output recorded a growth of 5.1% y-o-y supported by a favorable base and a rebound in economic activities. The period April 2023 – September 2023, industrial output grew by 6.1% compared to the 7% growth in the corresponding period last year. So far in the current fiscal, while the infrastructure-related sectors have been doing well, slowing global growth and downside risks to rural demand have posed a challenge for industrial activity. Though the continued moderation in inflationary pressure offers some comfort, pain points in the form of elevated prices of select food items continue to persist.

Chart 4: Y-o-Y growth in IIP (in %)



Source: MOSPI

1.2.5 Consumer Price Index

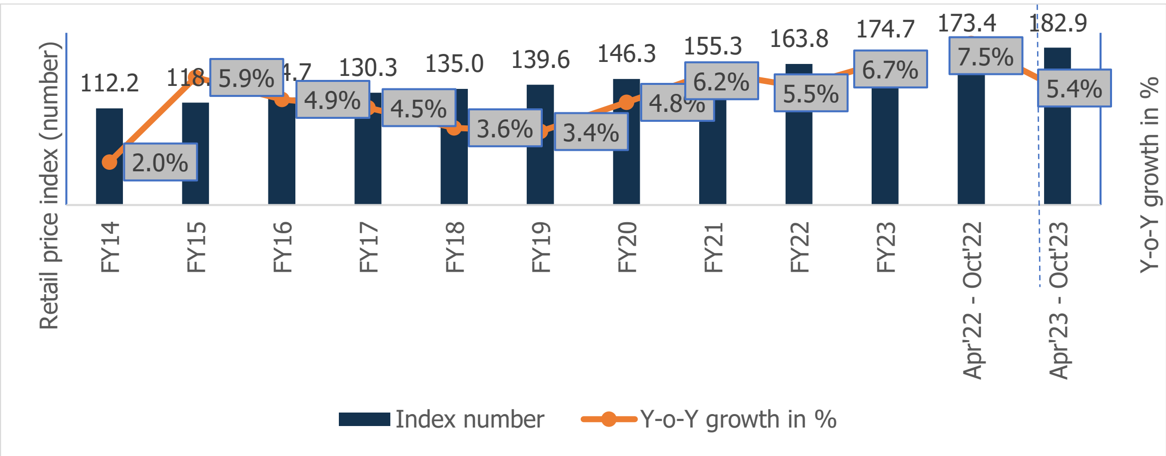
India's consumer price index (CPI), which tracks retail price inflation, stood at an average of 5.5% in FY22 which was within RBI's targeted tolerance band of 6%. However, consumer inflation started to upswing from October 2021 onwards and reached a tolerance level of 6% in January 2022. Following this, CPI reached 6.9% in March 2022.

CPI remained elevated at an average of 6.7% in FY23, above the RBI's tolerance level. However, there was some respite toward the end of the fiscal wherein the retail inflation stood at 5.7% in March 2023, tracing back to the RBI's tolerance band. Apart from a favorable base effect, the relief in retail inflation came from a moderation in food inflation.

In the current fiscal FY24, the CPI moderated for two consecutive months to 4.7% in April 2023 and 4.3% in May 2023. This trend snapped in June 2023 with CPI rising to 4.9%. In July 2033, the CPI had reached the RBI's target range for the first time since February 2023 at 7.4% largely due to increased food inflation. This marked the highest reading observed since the peak in April 2022 at 7.8%. The notable surge in vegetable prices and elevated inflation in other food categories such as cereals, pulses, spices, and milk have driven this increase. Further, the contribution of food and beverage to the overall inflation had risen significantly to 65%, surpassing their weight in the CPI basket. In August 2023, the food inflation witnessed some moderation owing to government's active intervention. This was further moderated for second consecutive month in September 2023 by 5% helped by a sharp correction in vegetables prices and lower LPG prices. Helped by deflation in the fuel and light category, the retail inflation in October 2023 softened at 4.9%.

Overall, the declining trend in the headline as well as core inflation is comforting in the current fiscal. However, it remains to be seen if it sustains, given the weak prospects for the Kharif harvest and the expected hit to Rabi sowing amid lower reservoir levels in major agricultural states.

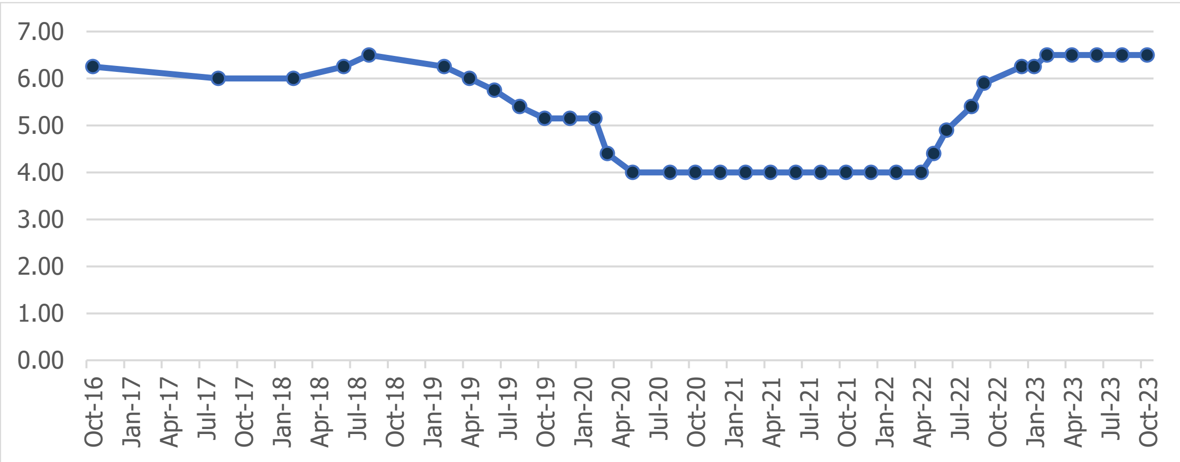
Chart 5: Retail Price Inflation in terms of index and Y-o-Y Growth in % (Base: 2011-12=100)



Source: MOSPI

The CPI is primarily factored in by RBI while preparing their bi-monthly monetory policy. The RBI has increased the repo rates with the rise in inflation in the past year from 4% in April 2022 to 6.5% in January 2023.

Chart 6: RBI historical Repo Rate



Source: RBI

However, with the inflation easing over the last few months, RBI has kept the repo rate unchanged at 6.5% in the last four meetings of the Monetary Policy Committee. At the bi-monthly meeting held in October2023, RBI projected inflation at 5.4% for FY24 with inflation during Q2FY24 at 6.4%, Q3FY24 at 5.6%, Q4FY24 at 5.2% and Q1FY25 at 5.2%

In a meeting held in October 2023, RBI also maintained the liquidity adjustment facility (LAF) corridor by adjusting the standing deposit facility (SDF) rate of 6.25% as the floor and the marginal standing facility (MSF) at the upper end of the band at 6.75%.

Further, the central bank continued to remain focused on the withdrawal of its accommodative stance. With domestic economic activities gaining traction, RBI has shifted gears to prioritize controlling inflation. While RBI has paused on the policy rate front, it has also strongly reiterated its commitment to bringing down inflation close to its medium-term target of 4%. Given the uncertain global environment and lingering risks to inflation, the Central Bank has kept the window open for further monetary policy tightening in the future, if required.

1.2.6 Key Demographic Drivers for Economic Growth

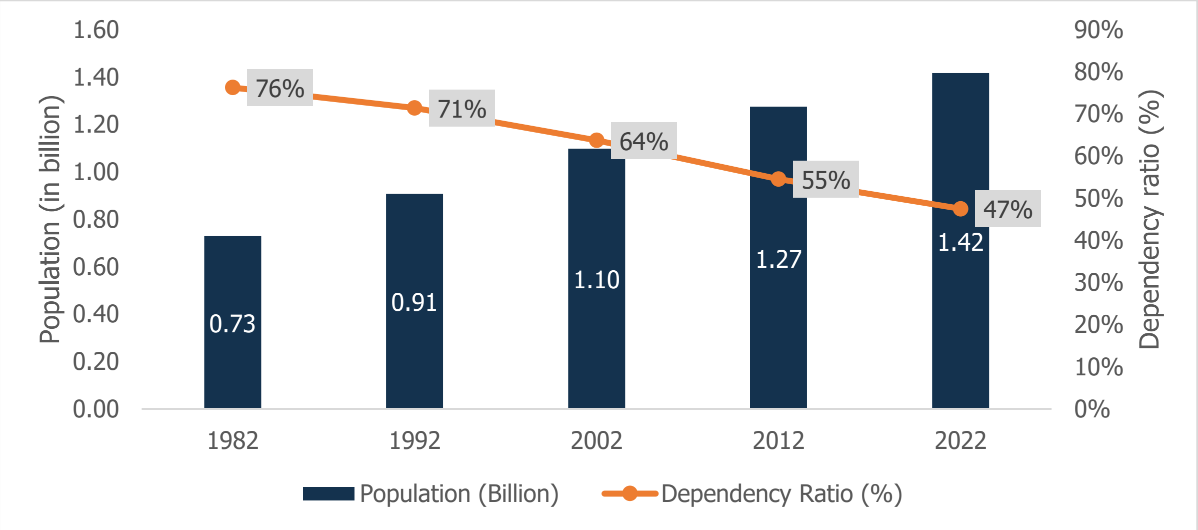
The trajectory of economic growth of India and private consumption is driven by socio-economic factors such as demographics and urbanization.

Some of the key demographic drivers are as under:

- **Growing Population and Declining Dependency Ratio**
  With 1.41 billion people, India is the second-most populous country in the world, with the population witnessing significant growth in the past few decades.

  Age Dependency Ratio is the ratio of dependents to the working age population, i.e., 15 to 64 years, wherein dependents are population younger than 15 and older than 64. This ratio has been on a declining trend. It was as high as 76% in 1982, which has reduced to 47% in 2022. Declining dependency means the country has an improving share of working-age population generating income, which is a good sign for the economy.

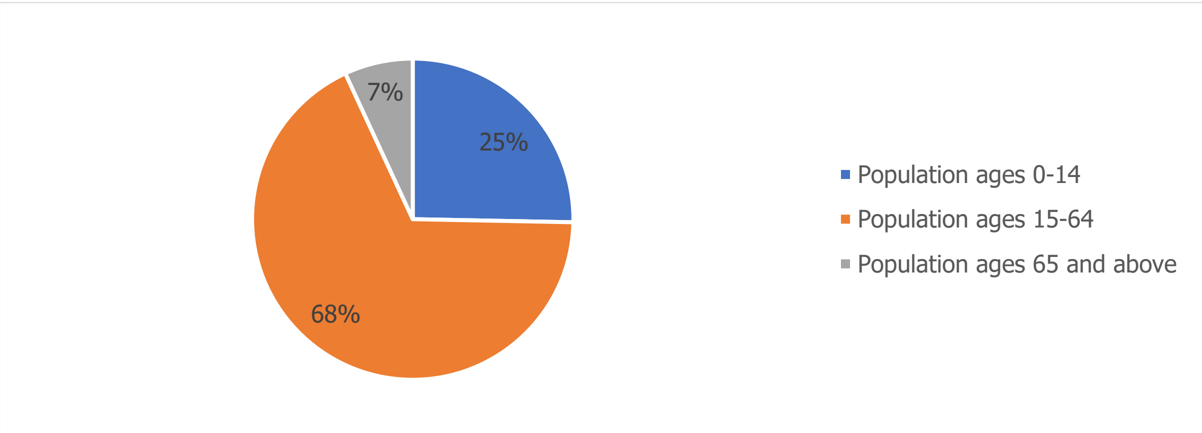
Chart 7: Trend of India Population vis-à-vis dependency ratio



Source: World Bank Database

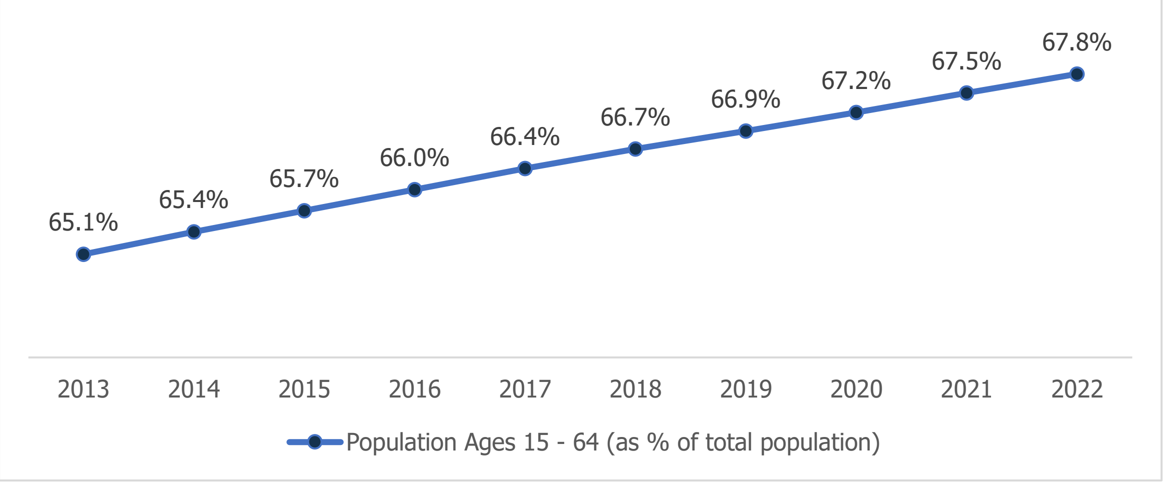
- **Young Population**
  With an average age of 29, India has one of the youngest populations globally. With vast resources of young citizens entering the workforce every year, it is expected to create a 'demographic dividend'. India is home to a fifth of the world's youth demographic and this population advantage will play a critical role in economic growth.

Chart 8: Age-Wise Break Up of Indian population



Source: World Bank Database

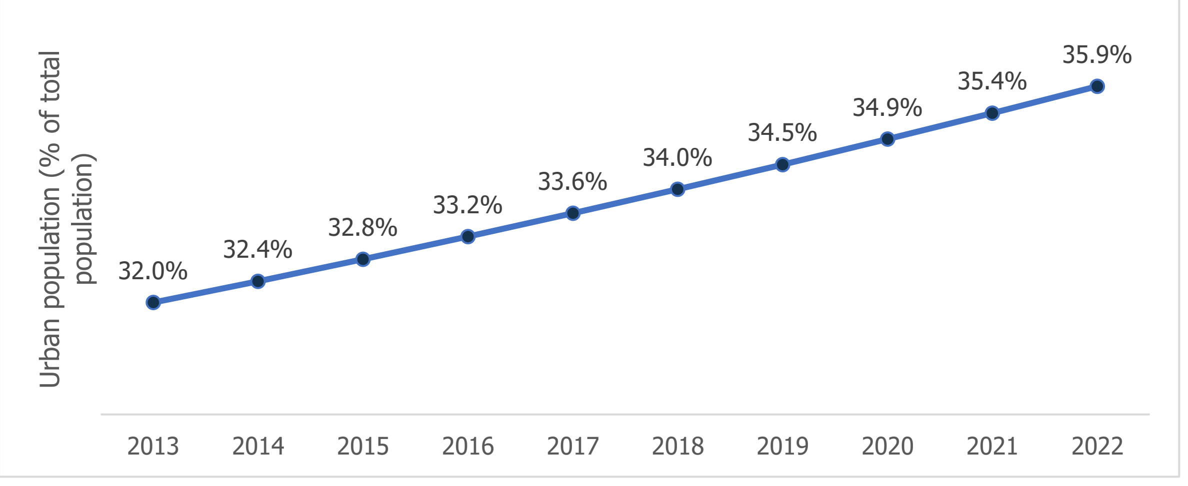
Chart 9: Yearly Trend - Young Population as % of Total Population



Source: World Bank database

- **Urbanization**
  The urban population is significantly growing in India. The urban population in India is estimated to have increased from 403 million (31.6% of total population) in the year 2012 to 508 million (35.9% of total population) in the year 2022. People living in Tier-2 and Tier-3 cities have greater purchasing power.

Chart 10: Urbanization Trend in India

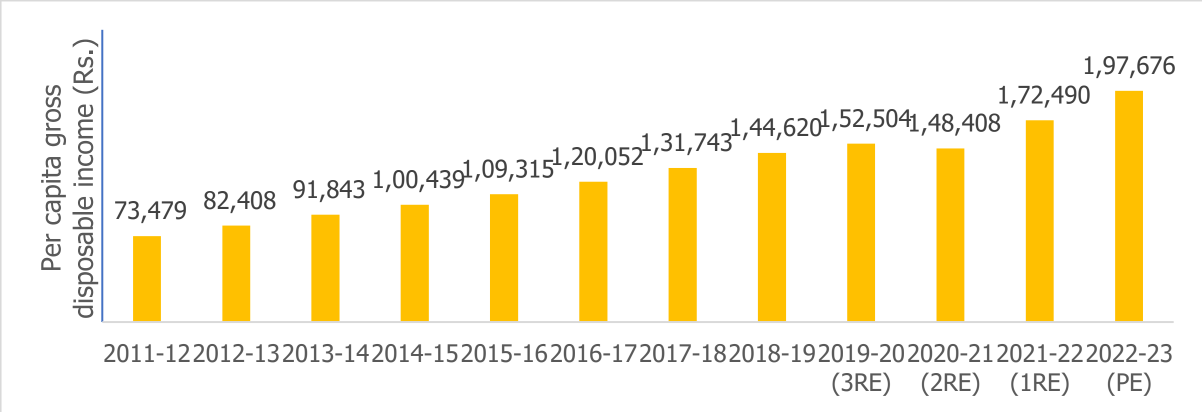


Source: World Bank Database

- **Increasing Per Capita Disposable Income**
  Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period fiscal 2012 to fiscal 2023, per capita GNDI registered a CAGR of 9.4%. More disposable income drives more consumption, thereby driving economic growth.

  The chart below depicts the trend of per capita GNDI in the past 12 years:

Chart 11: Trend of Per Capita Gross National Disposable Income



Note: 3RE – Third Revised Estimate, 2RE – Second Revised Estimates, 1RE – First Revised Estimates,
PE – Provisional Estimate; Source: MOSPI

1.2.7 Concluding Remarks

The major headwinds to global economic growth are escalating geopolitical tensions, volatile global commodity prices, and a shortage of key inputs. Despite the global economic growth uncertainties, the Indian economy is relatively better placed in terms of GDP growth compared to other emerging economies. It is expected to grow at 6.3% in CY24 compared to the world GDP growth projection of 3%. The bright spots for the economy are continued healthy domestic demand, support from the government towards capital expenditure, moderating inflation, and improving business confidence.

Likewise, several high-frequency growth indicators including the purchasing managers index, auto sales, bank credit, and GST collections have shown improvement in FY23. Moreover, normalizing the employment situation after the opening up of the economy is expected to improve and provide support to consumption expenditure.

Further, as per the Indian Meteorological Department (IMD), the rainfall witnessed a deficit until September 2023. A drop in yield due to irregular monsoons and a lower acreage can lead to a demand-supply mismatch, further increasing the inflationary pressures on the food basket. Moreover, the consumption demand is expected to pick up in Q3FY24 due to the festive season. Going forward, the rising domestic demand will be driven by the rural economy's performance and continual growth in urban consumption. However, high domestic inflation and global headwinds pose a downside risk to domestic demand.

At the same time, public investment is expected to exhibit healthy growth as the government has allocated a strong capital expenditure of about Rs. 10 lakh crores for FY24. The private sector's intent to invest is also showing improvement as per the data announced on new project investments. However, volatile commodity prices and economic uncertainties emanating from global turbulence may slow down the improvement in private CapEx and investment cycle.

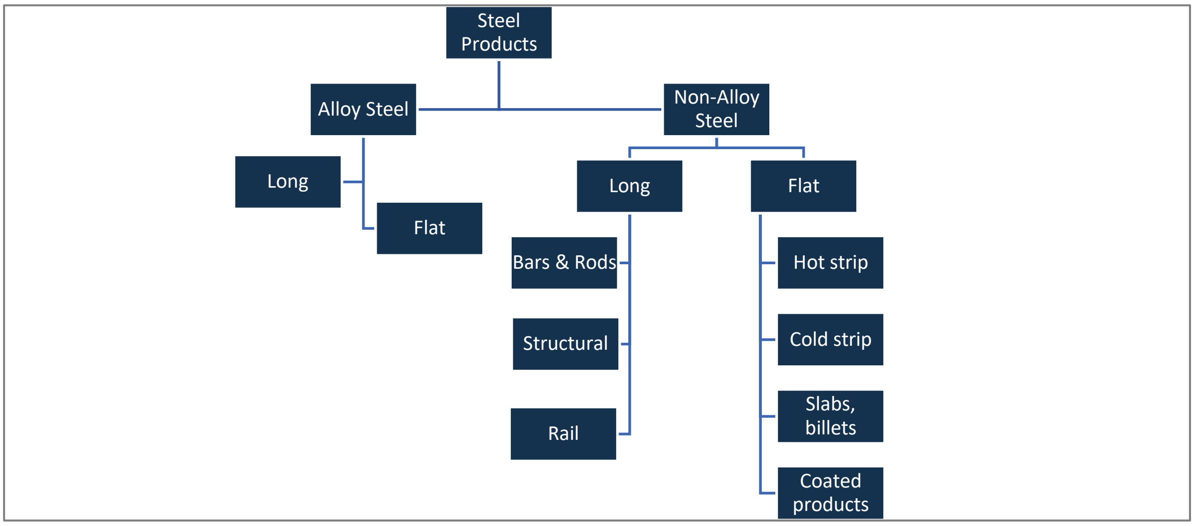
2 Global & Indian Steel Industry

2.1 Global Steel Industry

2.1.1 Overview of the Global Steel Industry

Steel is a paramount material in the fields of construction and engineering. It has widespread applications in industries such as automotive, construction, consumer goods, infrastructure, mechanical & medical equipment, packaging, and utensils, among others. Its popularity stems from its abundant availability, cost-effectiveness, exceptional strength and durability, ductility, and recyclability. According to the World Steel Association, there are over 3,500 different grades of steel produced worldwide, each possessing unique physical, chemical, and environmental properties to suit various applications.

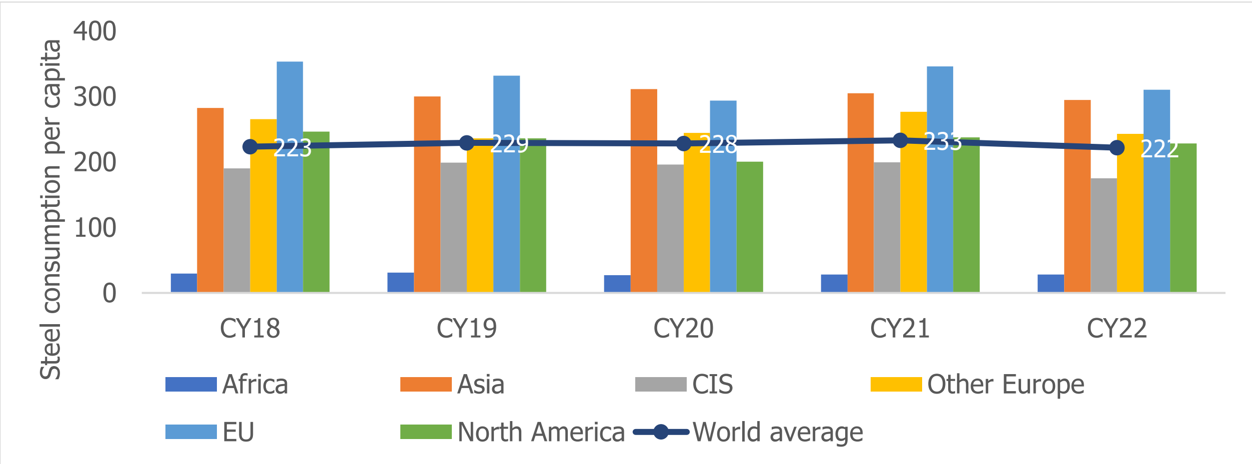
Chart 12 : Types of Steel Products



Source: Industry Sources, CareEdge Research

Further, the global per capita consumption of steel has been on the rise. For instance, the consumption increased to 233 kg in 2021 from 223.2 kg in 2018. However, it decreased to 222 Kg in 2022 as the demand was affected by macroeconomic factors such as global slowdown and uncertainties due to the Russia-Ukraine war. Whereas the per capita consumption of EU 27 (Europe Union) was the highest at 310.3 kg in CY22, driven by high consumption in Germany, Italy, and France followed by Asia (294.7 kg) and Other Europe – The United Kingdom, Turkey, and Others (242.9 kg).

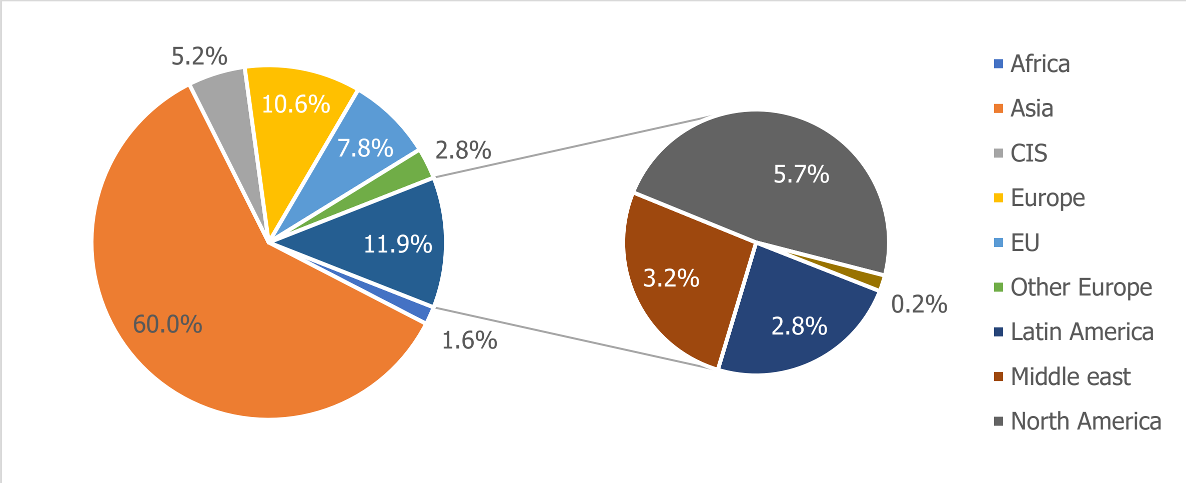
Chart 13: **Global Per Capita Consumption (in kg)**



Source: World Steel Association

Further, the global steel production capacity reached 2,452.7 million tonnes (MT) in CY22 with Asia accounting for the largest share of 60%. China holds a dominant position in steelmaking capacity, production, and consumption, boasting the highest steel production capacity globally, followed by India and Japan. Additionally, the European Union, North America, Latin America, the Middle East, and Oceania also contribute significantly to the global steel production capacity.

Chart 14: Region-wise Global Capacity in CY22 - 2,452.7 MT



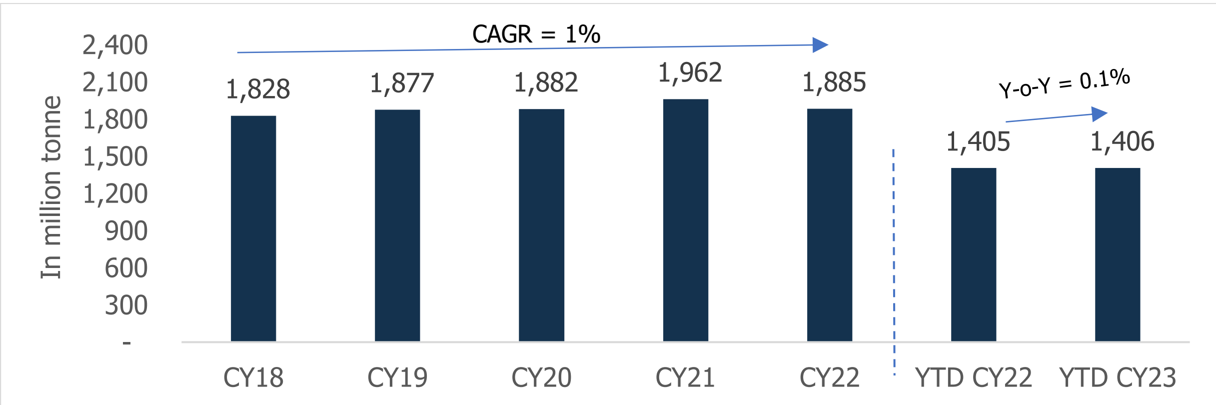
Source: Organisation for Economic Co-operation and Development (OECD)

2.1.2 Global Steel Production

The global crude steel production has grown at a 5-year CAGR of around 1% to 1,885 MT in CY22 from 1,828 MT in CY18. However, it declined by ~4% y-o-y in CY22 from 1,962 MT in CY21 due to a slowdown in China, monetary tightening in the United States and Europe, inflationary pressures leading to increased input costs, and supply chain disruptions caused due to the Russia-Ukraine war.

During YTD CY23 (January 2023-September 2023), the production of global crude steel remained flat corresponding to the same period in CY22.

Chart 15: Global Crude Steel Production

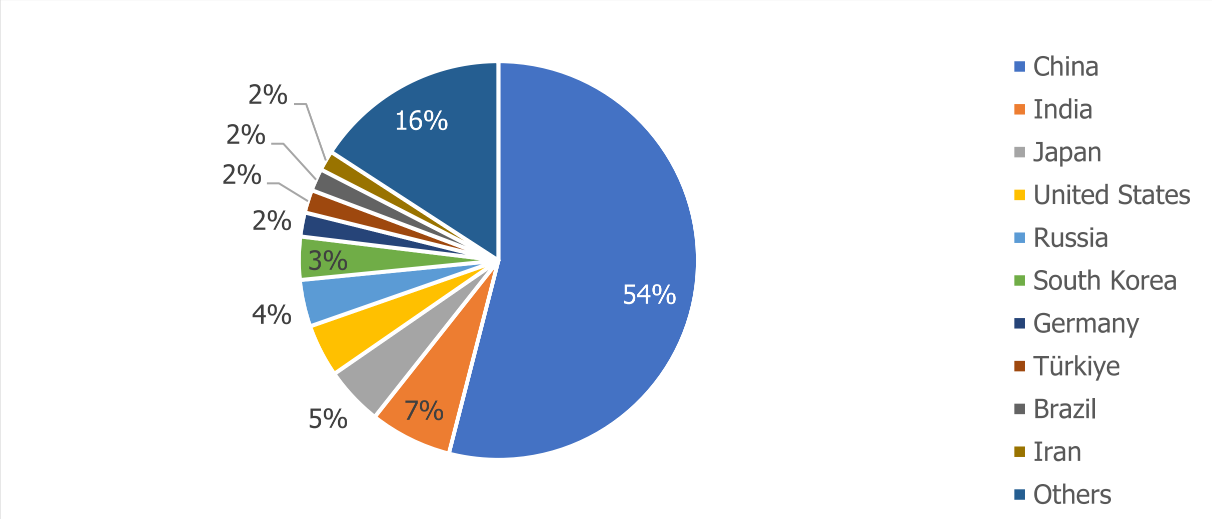


Source: World Steel Association
Note: YTD CY22 refers to the period from January 2022-September 2022
YTD CY23 refers to the period from January 2023- September 2023

Further, China continued to be the largest crude steel producer in CY22, accounting for 54% share. However, Chinese production declined by 2% y-o-y to 1,018 MT in CY22 as compared to 1,035 MT in the previous year due to lockdowns and restrictions enforced in the country due to the COVID-19 outbreak and a slowdown of its real estate market. China is also cutting down their production due to environmental concerns.

Whereas India was the second-largest producer of crude steel in CY22 with a 7% share, followed by Japan with a 5% share. The USA and Russia accounted for a 4% share each in the total production during CY22.

Chart 16: Steel Production Geographical Region in CY22- 1,885 MT



Source: World Steel Association

2.1.3 Global Steel Consumption

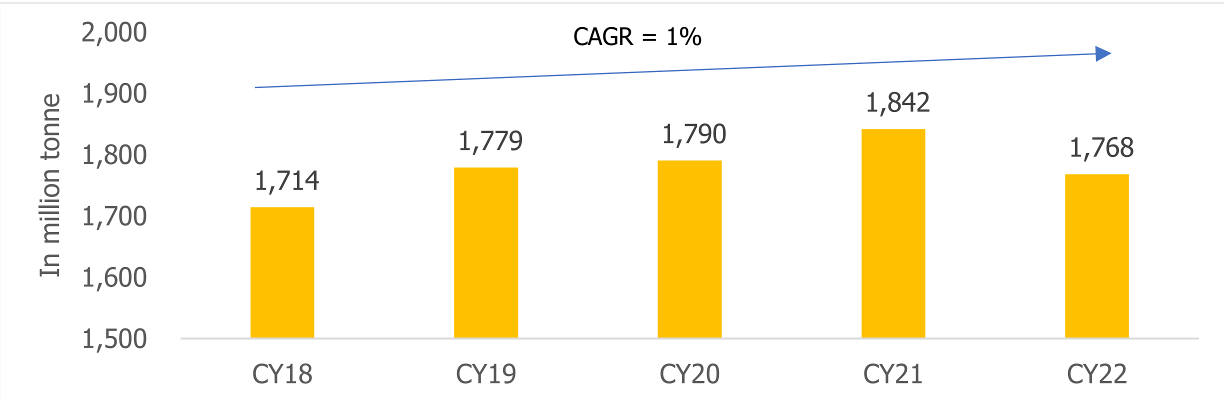
Steel is used in industries like energy, construction, automotive, transportation, infrastructure, packaging, and machinery. There was a strong recovery in finished steel consumption post-COVID-19. In developed economies like the USA, Europe, Japan, and South Korea, the demand was driven by the automotive and durable goods sectors.

The global finished steel consumption has increased at a CAGR of nearly 1% from 1,714 MT in CY18 to 1,768 MT in CY22. However, the global consumption of finished steel declined by 4% y-o-y in CY22, because global production was affected due to a slowdown in China, monetary tightening in the United States and Europe, inflationary pressures which raised input costs, and supply chain disruptions caused due to the Russia-Ukraine war.

Further, the finished steel consumption in China was reduced on account of movement restrictions and lockdowns brought on by COVID-19, environmental concerns, and the target to lower carbon emissions. However, government support is expected to aid in the recovery of demand with the resumption of construction and real estate activities.

Moreover, the consumption of finished steel in India has been robust given increased investments in infrastructure and policy support by the government. Despite the inflationary pressures and uncertainties around the global economy, India witnessed a healthy demand from auto, consumer durables, capital goods, and real estate sectors.

Chart 17: Global Steel Demand



Source: World Steel Association

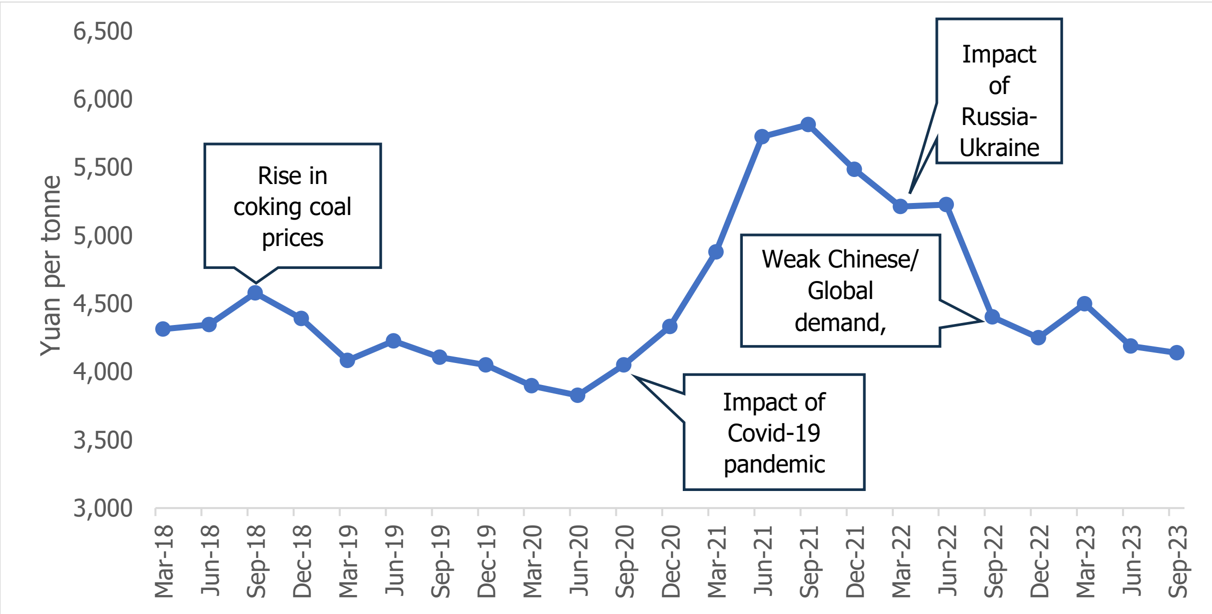
2.1.4 Trend in Global Steel Prices

The international steel prices remained in the range of Yuan 3,827 to Yuan 4,577 per tonne from March 2018 to September 2020. The prices started increasing in December 2020, primarily due to the supply disruptions caused by COVID-19 and high raw material prices. Escalated prices were further supported by the impact of the Russia-Ukraine war which commenced in February 2022.

Whereas the prices started declining in September 2022 and fell to pre-COVID levels of Yuan 4,249 per tonne in December 2022 given the weak demand from the largest consumer China due to lockdowns, COVID-19-related restrictions, and sluggish global demand. Also, the declining iron ore and coking coal prices have impacted international steel prices and caused the decline.

Post-December 2022, iron ore and steel prices started to rise as COVID-19 restrictions relaxed in China on expectations of demand recovery. However, the demand in China remains subdued, leading to correction in the global steel prices during March-September 2023. Accordingly, the global steel prices declined by 6% y-o-y and stood at Yaun 4,138 per tonne during the quarter ended September 2023.

Chart 18: Trend in International Steel Prices



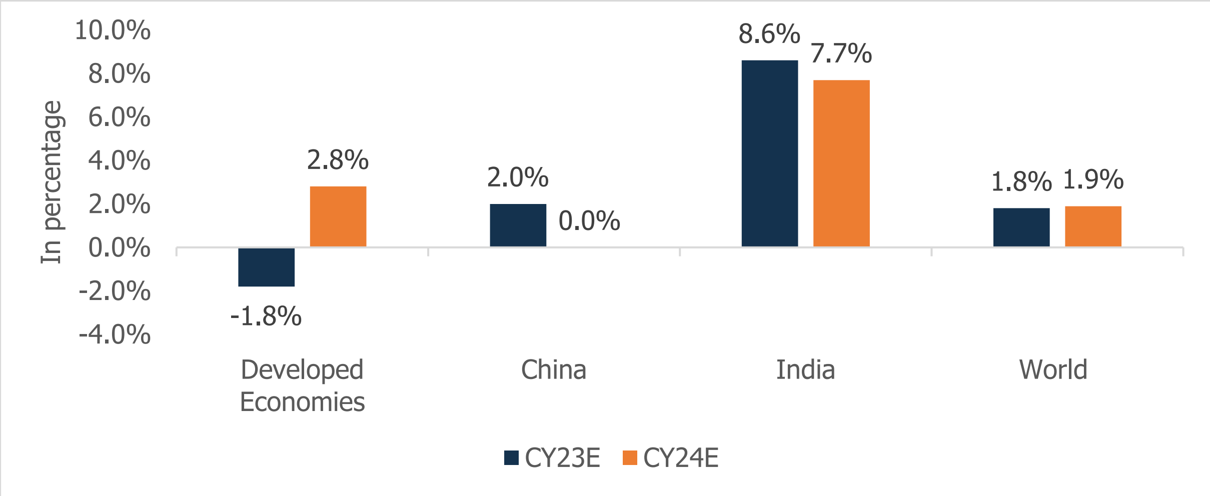
Source: CMIE

2.1.5 Outlook of Global Steel Consumption

The World Steel Association forecasts[2] the steel demand to increase by 1.8% y-o-y to 1,814.5 MT in CY23 and 1.9% y-o-y to 1,849.1 MT in CY24 compared to a decline of 3.3% in CY22. This growth will be led by a recovery in manufacturing activities, stabilization in the property sector in China, and easing of supply chain bottlenecks. However, persistent inflation and high-interest rates will limit the demand recovery.

[2] Worldsteel Short Range Outlook October 2023 dated October 17, 2023

Chart 19: Steel Demand Growth Estimates



Source: World Steel Association

The steel demand in China, accounting for over half of the global consumption, is expected to grow by 2% in CY23 and remain flat in CY24. Whereas the Chinese steel demand contracted in CY22 due to lockdowns, leading to the deceleration of the Chinese economy. Additionally, challenges in real estate intensified in CY22 and put pressure on construction activities. However, the situation is expected to improve and a slight pickup in the real estate sector is likely on account of government support. Subsequently, government-supported infrastructure investments will support steel demand.

After witnessing a growth rate of 9.3% in CY22, the steel demand in India is estimated to grow by 8.6% in CY23 and 7.7% in CY24. The growth momentum is expected to stay healthy on account of robust demand from the construction, capital goods, and auto sectors. Besides, government initiatives such as the Production Linked Investment (PLI) Scheme will aid in the overall growth of the industry.

Moreover, developed economies including the European Union (27), the United States, Japan, and South Korea, witnessed a 6.4% decline in steel demand in 2022 due to the Russia-Ukraine war, high energy costs, and rising interest rates. The World Steel Association expects demand from developed economies to further decline by 1.8% in 2023 on account of tight monetary policies and high energy prices. However, the steel demand is expected to increase by 2.8% in 2024. The growth will be supported by the alleviation of the war impact and supply chain disruptions in the European Union & the United Kingdom and recovery in manufacturing & residential construction activities.

2.2 Domestic Steel Industry

2.2.1 Overview of the Indian Steel Industry

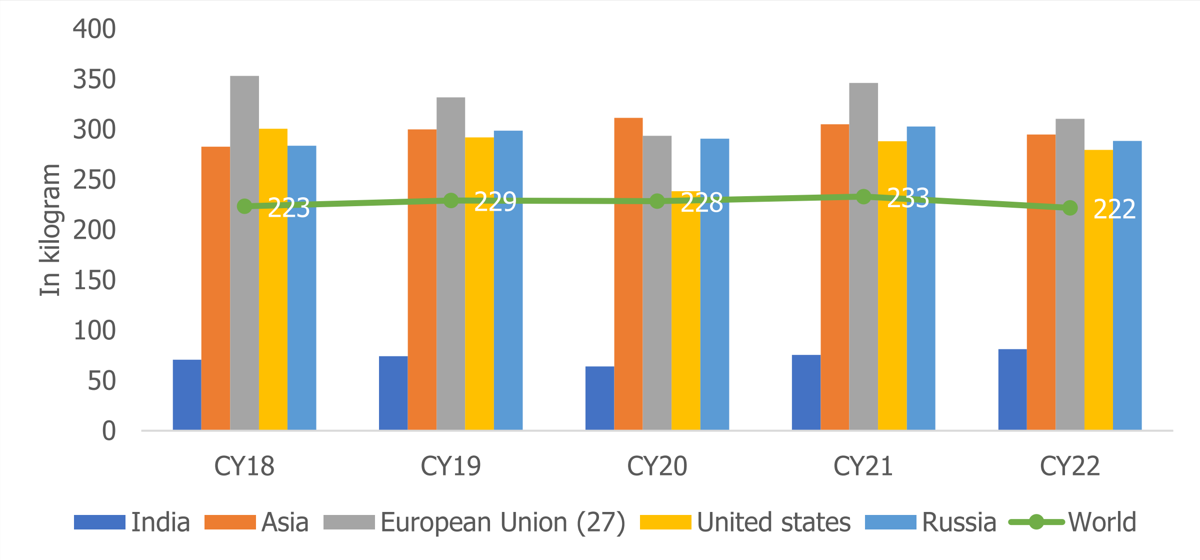
India is the second-largest steel producer in the world with an installed capacity of 161.3 MT in FY23. It is also the second-largest consumer of finished steel[3] with a consumption of 120 MT in FY23. The Indian steel sector growth over the years has been attributed to the domestic availability of raw materials such as iron ore and cost-effective labour. Also, the industry has benefitted from domestic demands in sectors such as construction, real estate, and automobiles. Whereas the vast coastline has enabled exports and imports, making India one of the leading countries in the global steel industry.

Further, the per capita finished steel consumption in India was 81.1 kg in CY22, significantly lower than the world average of 222 kg per capita. The National Steel Policy 2017 envisages that per capita steel consumption will increase to 158-160 kg by FY31. In addition, steel has an output multiplier effect of 1.4x on GDP and an

[3] Finished steel includes both long, flat products and specialty steel

employment multiplier effect of 6.8x[4] in India. Thus, the steel industry has significant domestic potential and is expected to play a key role in the future economic growth of the country.

Chart 20: Finished Steel Use Per Capita



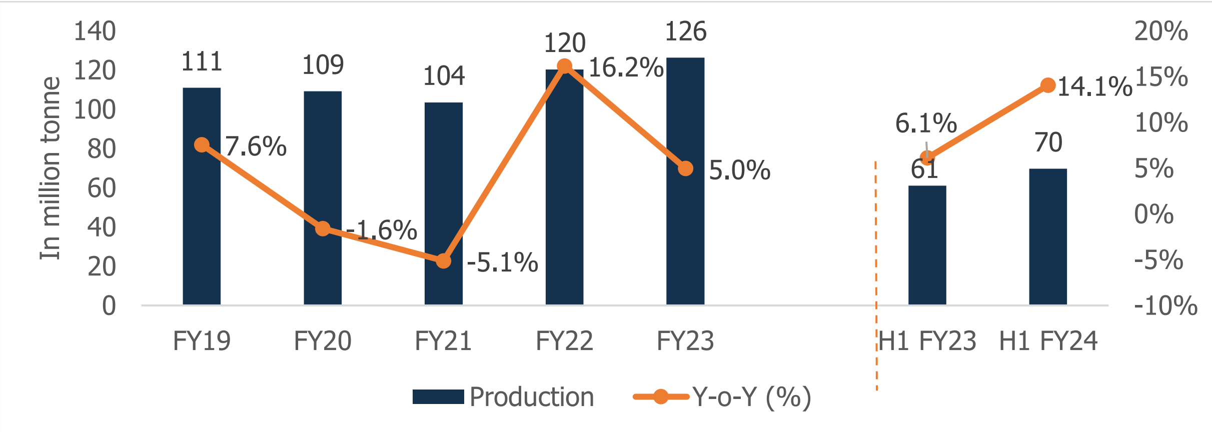
Source: World Steel Association

2.2.2 Domestic Crude Steel Production

The domestic crude steel production has grown at a CAGR of 3.3% in the past five years to reach 126 MT in FY23 from 111 MT in FY19. Large steel manufacturers' capacity utilization has been in the range of 80% to 90% in FY23 and most players have announced the expansion of crude steel capacities. The National Steel Policy 2017 envisages achieving 300 MT of production capacity from the current level of 153-157 MT to cater to the expected steel demand of 230 MT by FY31.

The crude steel production in India increased by 14.1% y-o-y to 70 MT in H1 FY24 (April 2023-September 2023) from 61 MT in H1 FY23 (April 2022-September 2022).

Chart 21: Domestic Crude Steel Production



Source: CMIE
Note: H1 FY23 refers to the period from April 2022-September 2022
H1 FY24 refers to the period from April 2023- September 2023

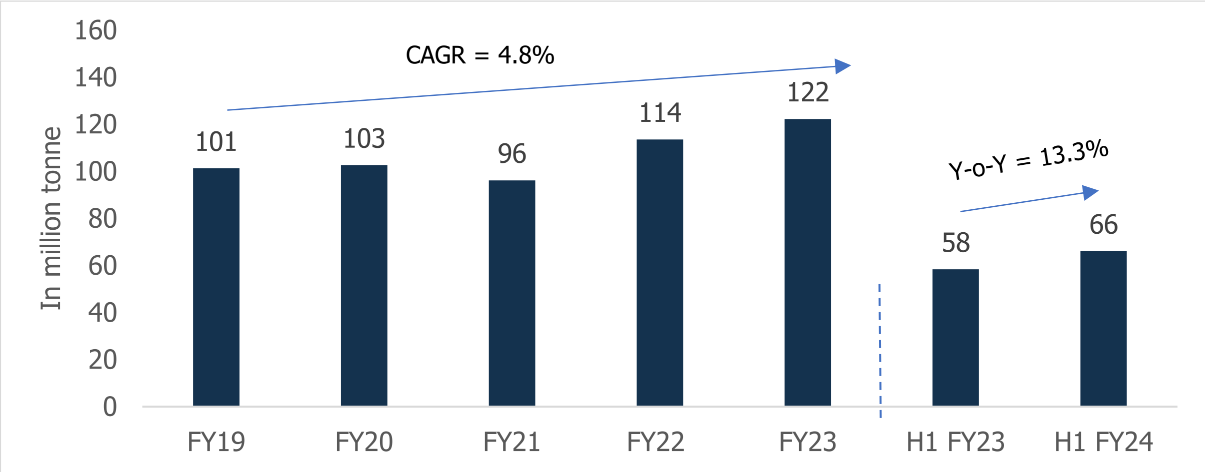
[4] National Steel Policy 2017

2.2.3 Domestic Finished Steel Production and Consumption

In the last 5 years, the finished steel production has grown at a CAGR of 4.8% to 122 MT in FY23 from 101 MT in FY19. The growth in production has been supported by the rising domestic steel consumption due to increasing economic activities in the country. This is further supplemented by increased infrastructure and construction spending by the government and a rise in automobile and consumer durable demand, among others.

During H1 FY24, the production of finished steel grew by 13.3% on a y-o-y basis, backed by strong demand in the domestic market.

Chart 22: India's Finished Steel Production

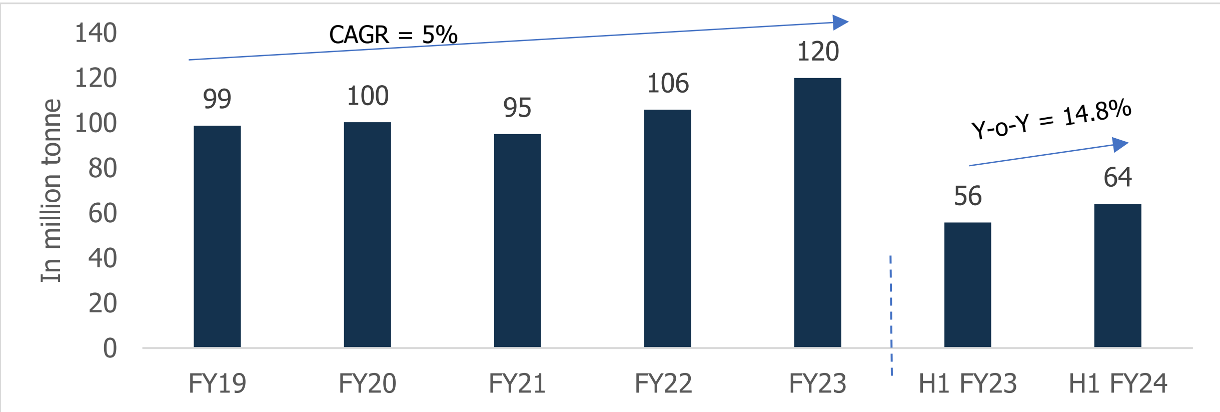


Source: CMIE
Note: H1 FY23 refers to the period from April 2022-September 2022
H1 FY24 refers to the period from April 2023- September 2023

The domestic finished steel consumption has increased at a CAGR of 5% to 120 MT in FY23 from 99 MT in FY19. After a steady increase in steel production, India witnessed a de-growth of 6.3% y-o-y in FY21 due to the outbreak of COVID-19. The rebound in domestic demand from the impact of COVID-19 in the previous financial years, continuous investment in infrastructure and policy support by the government, and pick-up in real estate construction during FY23 have led to an increase in consumption of finished steel to 120 MT, implying a y-o-y growth of 13.3%.

During H1 FY24, the consumption of finished steel reported a growth of 14.8% y-o-y on account of increased demand from the infrastructure and real estate sectors, mainly due to the pre-election year.

Chart 23: India's Finished Steel Consumption



Source: CMIE
Note: H1 FY23 refers to the period from April 2022-September 2022

H1 FY24 refers to the period from April 2023- September 2023

2.2.4 Price Trends

Trend in Finished Steel Prices

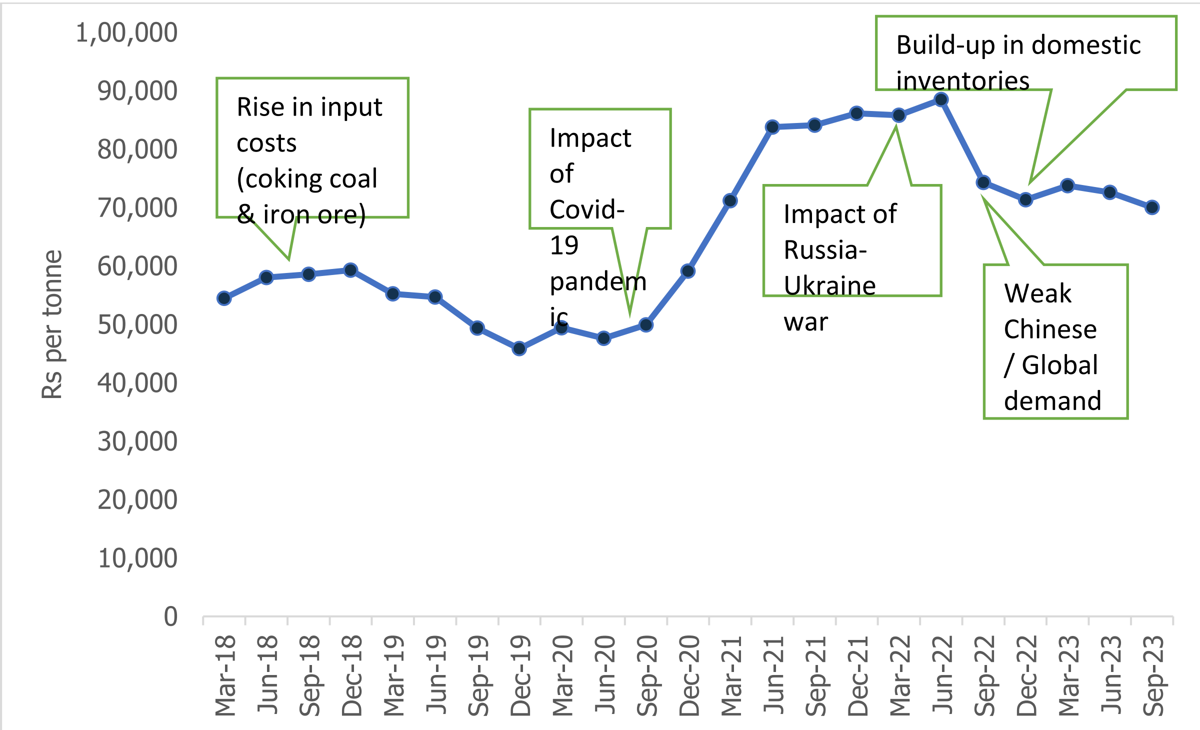
Domestic steel prices have followed global prices directionally. They remained range-bound between March 2018 to June 2019. However, they started declining as the economy was hit by the pandemic. During FY21, the average domestic finished steel prices peaked at Rs 71,157 per tonne as of March 2021. Since then, the prices increased throughout FY22 on account of a revival in domestic demand as economic activities began to pick up after the easing of restrictions and lockdowns.

During FY22, prices were impacted by the geopolitical tension between Russia and Ukraine and stood at Rs. 85,820 per tonne as of March 2022. The geopolitical crisis continued and the prices were further pushed to Rs. 88,498 per tonne in the June 2022 quarter. The escalation in prices was also due to increased coking coal and iron ore prices globally. However, after a sharp rise, the prices declined by around 16% in the quarter ending September 2022 compared to the previous quarter.

Furthermore, the prices fell to Rs 71,326 per tonne in December 2022. This decline was caused by the imposition of export duty on a range of finished steel products from the period May 2022 to November 2022, leading to lower exports and increased domestic inventories. In addition, the softening of iron ore and coking coal prices affected the steel prices in the domestic market.

Moreover, the prices observed a downward trend from the quarter ended March 2023 and fell to Rs. 70,001 per tonne as of September 2023, a decline of around 5% as compared to March 2023 and 6% on a y-o-y.

Chart 24: Domestic Average Finished Steel Prices



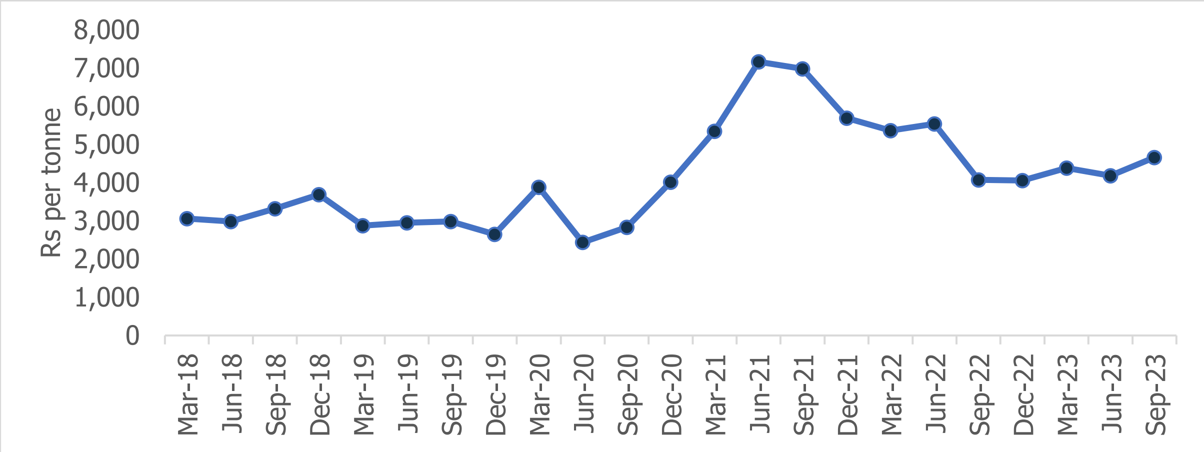
Source: CMIE

Raw Material Prices:

Trend in Iron Ore Prices

After the reduced export duty on iron ore in November 2022, domestic prices began to rise. In January 2023, NMDC increased the prices for iron ore lumps and fines, which further boosted the prices. As of the quarter ended March 2023, iron ore prices stood at Rs. 4,383 per tonne, a growth of 8% as compared to the quarter ended December 2022. However, the prices of iron ore observed a fall of 4.5% q-o-q in the quarter ending June 2023 due to weak global demands, especially from China (the largest consumer of iron ore) as the recovery was slower than expected. The prices have exhibited an increase in trend during the quarter ended September 2023 with a growth rate of 11.4% q-o-q and 14.5% y-o-y.

Chart 25: Domestic Iron Ore Prices



Source: CMIE

Trend in Coking Coal Prices

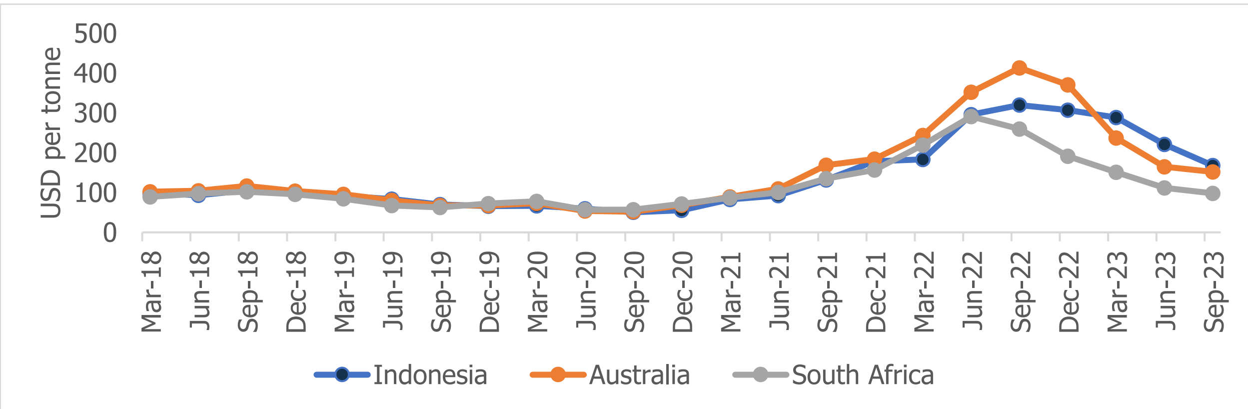
The international coal prices remained fairly range-bound during March 2018 to September 2019. However, prices declined sharply and fell to USD 50 per tonne by August 2020 as coal demand was impacted due to COVID-19.

The coal prices started rising in CY21 due to the production cutbacks and supply disruptions. The coal prices also found tailwinds in the Russia-Ukraine war which commenced in February 2022, and resulted in the disruption of coal supplies to Europe. Whereas during FY23, the average coal prices for Indonesian coal, South African coal, and Australian coal were 108%, 72%, and 99% higher, respectively, as compared to prices during the previous year.

Coal prices have been softening since November 2022 as the increased supplies from South Africa and Columbia have alleviated the demand crunch in European countries caused by the reduction of coal imports from Russia. These factors have led to a reduction in international coal prices. As of the quarter ended September 2023, the average coal prices for Indonesian coal, South African, coal and Australian coal were 47%, 62.2% and 63.2% lower, respectively, as compared to prices during the same time period in FY23.

Furthermore, international coal prices of major global benchmarks are expected to be lower in FY24 compared to FY23. However, they will continue to be higher than pre-COVID years' averages as the global demand continues to remain high owing to increased demands, especially in China and India.

Chart 26: Prices of Coal



Source: World Bank, CMIE

2.2.5 Outlook of Indian Steel Consumption

The demand for steel is driven by sectors like construction, real estate, railways, roads, capital goods, and consumer durables, among others. In addition, government expenditure on infrastructure is expected to augur well for the sector. The thrust toward infrastructure projects is majorly contributing to the rise in steel demand in the domestic market.

CareEdge Research estimates India's steel consumption to see healthy growth of 9-11% y-o-y in FY24 led by improving activities in the construction sector along with sustained momentum in the real estate and automobile sectors is expected to boost the demand for steel products in the country.

Further, as India has entered its pre-election year in 2023, the government is likely to increase investments both at the state and central levels, which is expected to augur well for the domestic steel demand.

Some of the key budgetary announcements which reflect the same are:

- An increase in allocation of Capex towards infrastructure from Rs. 7.5 lakh crore to Rs. 10 lakh crore in Union Budget 2023-24.
- The capital outlay of Rs. 2.4 lakh crore for Indian Railways.
- 100 transport infrastructure projects.
- Approval of Production Linked Incentive (PLI) Scheme for specialty steel.
- Allocation towards PMAY scheme to be increased to Rs. 79,590 crore from Rs. 77,130 crore in the previous budget.
- Increase in allocation by Rs. 15,000 crore towards Jal Jeevan Mission.

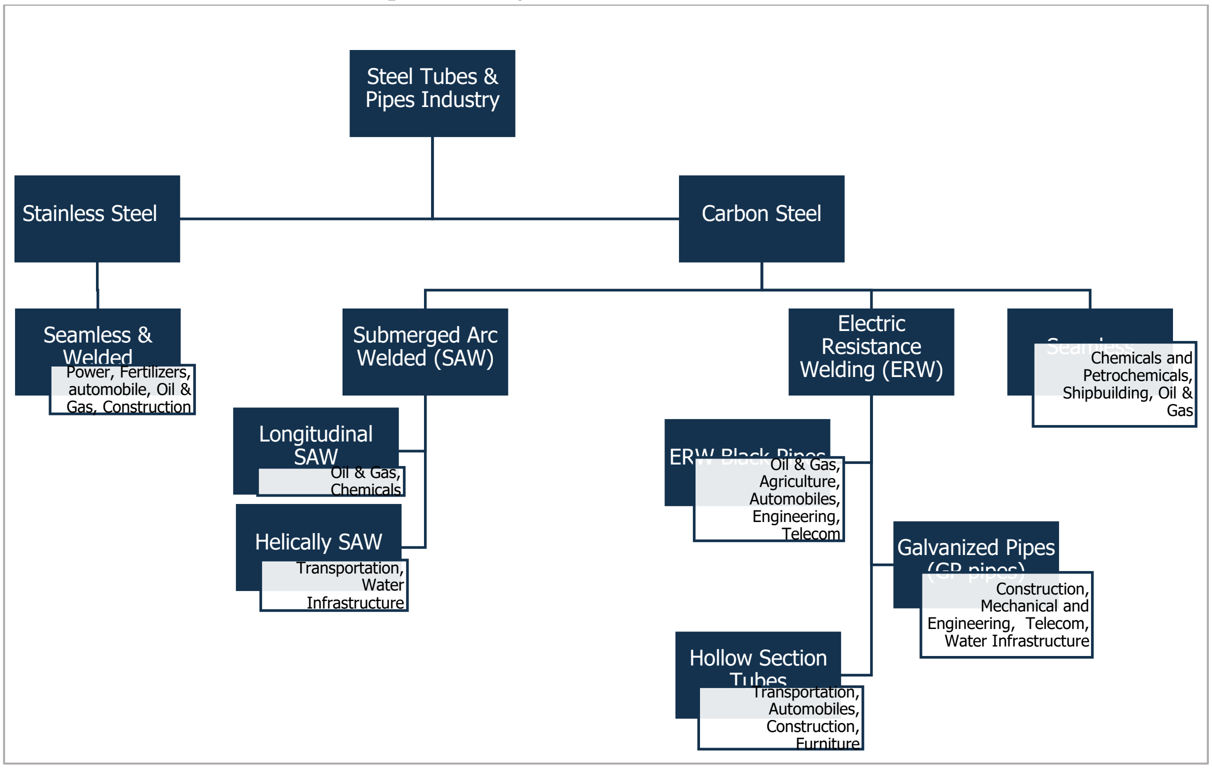
2.3 Indian Steel Tubes & Pipes

2.3.1 Overview and Trends in Industry

Steel tubes and pipes are cylindrical structures made of steel that are generally in hollow shape. However, different shapes, sizes, and grades are used to cater for the requirements of various industries.

India is one of the established manufacturers of steel pipes globally, which is one of the most important sub-industries of the Indian steel sector. Construction, railways, oil & gas, agriculture, and real estate are some of the key consumers of steel tubes and pipes. Different types of steel tubes and pipes are given in the following chart.

Chart 27: Indian Steel Tubes & Pipes Industry



Source: Industry Sources

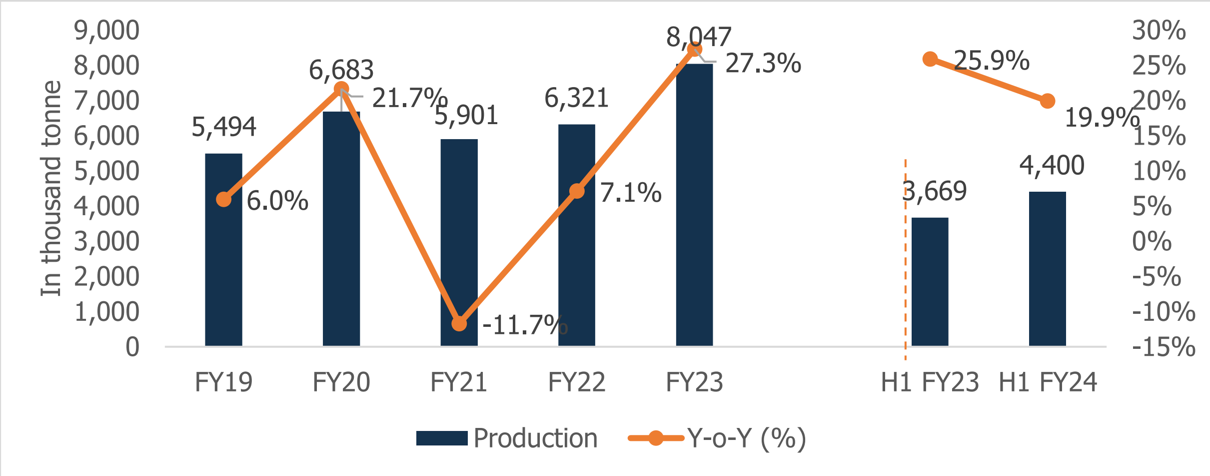
The usage of steel tubes and pipes is significant in construction activities and building infrastructure. These materials are used in the construction sector for creating structural elements such as columns, beams, and trusses in order to provide strength and support the formation of buildings. They are also used in water infrastructure such as water supply for drinking water, plumbing, drainage, and sewerage systems. Besides, they are also used by the manufacturing sector including oil & gas pipelines, agricultural equipment, automobile components, electrical cable conduits, etc.

Various initiatives and policies have been adopted by the government to promote domestic steel production through the Make in India initiative and the National Steel Policy (NSP) 2017. The NSP envisages the development of value-added products such as alloy steel and electrical steel in the domestic market. Overall, the increasing demand for steel tubes and pipes will contribute to the country's growth and development, making them an important element of the country's infrastructure and manufacturing sectors.

2.3.2 Domestic Production and Consumption

The production of steel tubes and pipes grew at a CAGR of about 10% in the past 5 years from FY19-FY23. However, the industry has witnessed a decline in FY21 due to the outbreak of COVID-19. However, as the situation normalised, the demand picked up and the production increased by 7.1% y-o-y and 27.3% y-o-y during FY22 and FY23, respectively. Whereas during H1 FY24, the production of steel tubes and pipes increased by 19.9% on a y-o-y.

Chart 28: Trend in the Production of Steel Tubes and Pipes



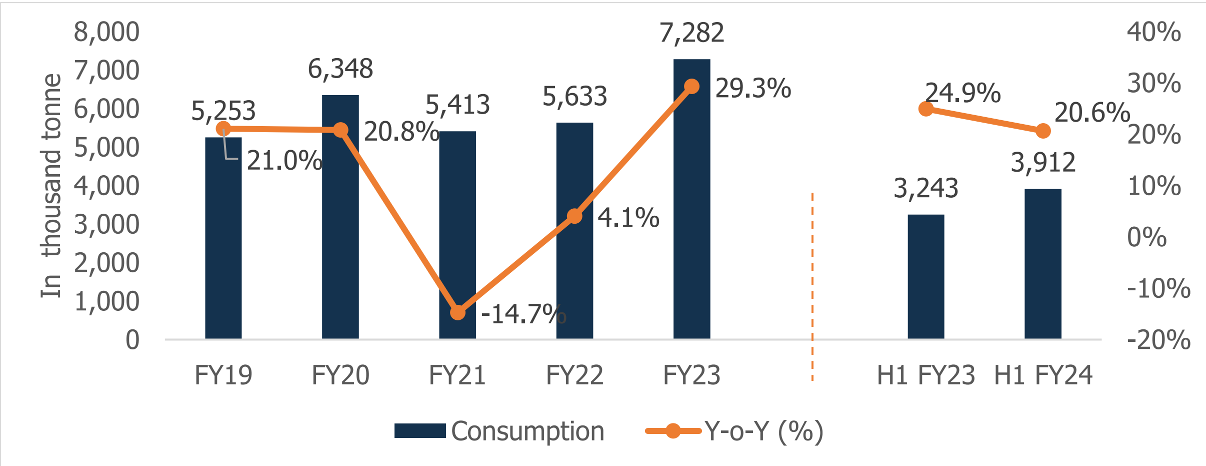
Source: CMIE
Note: H1 FY23 refers to the period from April 2022-September 2022
H1 FY24 refers to the period from April 2023-September 2023

Further, the consumption of steel tubes and pipes in India has grown steadily at a CAGR of 8.5% from 5,253 thousand tonnes in FY19 to 7,282 thousand tonnes in FY23. After witnessing an uptrend till FY20, the industry observed a de-growth of 14.7% in consumption during FY21 due to the pandemic.

However, during FY23, the industry witnessed a strong growth of around 29.3% y-o-y in consumption on account of factors such as improvement in construction and real estate activities, continuous investment in infrastructure, and policy support by the government.

Moreover, the industry has observed a growth rate of 20.6% in H1 FY24 corresponding to the same period last year.

Chart 29: Consumption Pattern of Steel Tubes and Pipes



Source: CMIE
Note: H1 FY23 refers to the period from April 2022-September 2022
H1 FY24 refers to the period from April 2023-September 2023

2.3.3 Trends in Exports and Imports

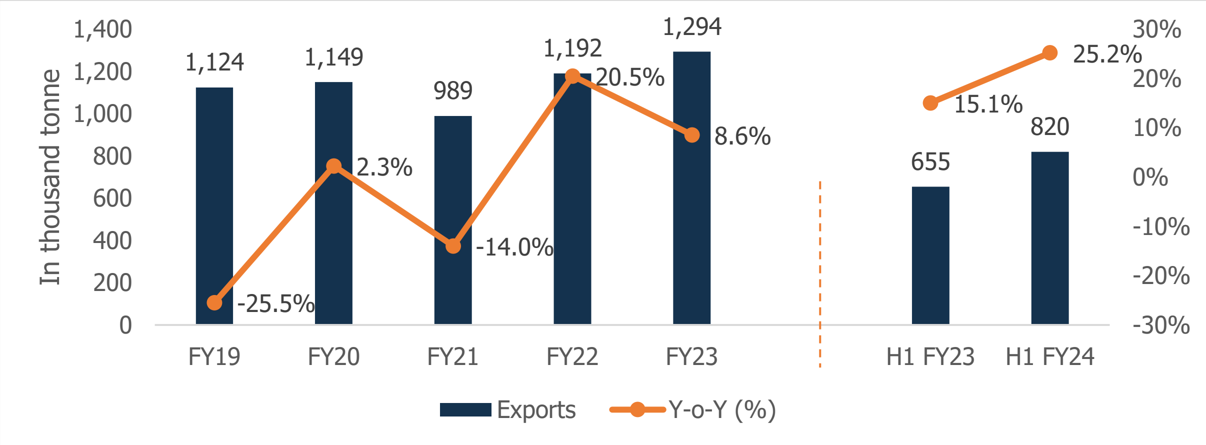
Exports

The exports of steel tubes and pipes have grown at a CAGR of 3.6% during the past five years from 1,124 thousand tonnes in FY19 to 1,294 thousand tonnes in FY23. The export market has always been on a steady rise except for

FY21 as the outbound shipments were affected by the pandemic. However, they grew by 20.5% y-o-y in FY22 after the easing of lockdown and restrictions.

Whereas during FY23, exports increased by 8.6% y-o-y. A significant y-o-y growth of nearly 70% in outbound shipments to the USA, amounting to 310 thousand tonnes, led to a rise in exports during FY23. In addition, shipments to UAE, Canada, Indonesia, and Malaysia also supported the export growth. During H1 FY24, the exports registered a growth of 25.2% on a y-o-y.

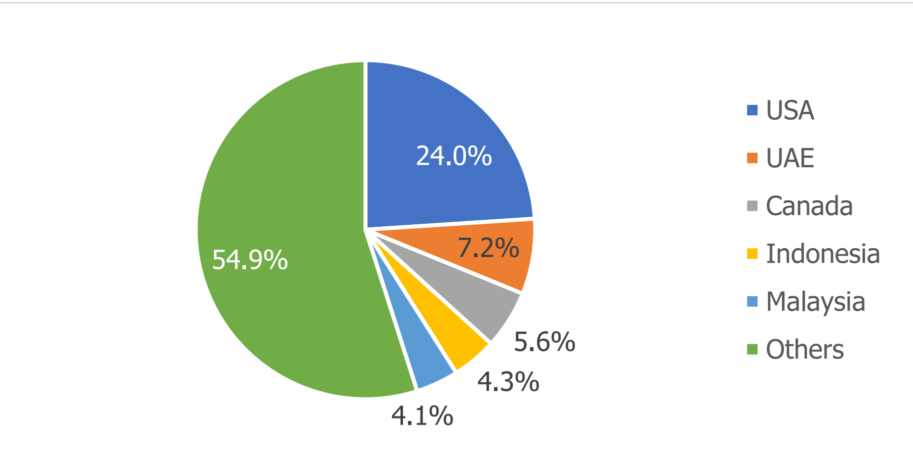
Chart 30: Exports of Steel Tubes and Pipes



Source: CMIE
Note: H1 FY23 refers to the period from April 2022-September 2022
H1 FY24 refers to the period from April 2023-September 2023

Moreover, the exports to the top 5 countries (USA, UAE, Canada, Indonesia and Malaysia) accounted for 45% of the total outbound shipments from India during FY23. The USA continued to remain the top export destination with a market share of 24%. Among others, the shipments to UAE and Canada constituted 7.2% and 5.6, respectively, of the total exports from India in FY23.

Chart 31: Country-Wise Exports of Steel Tubes and Pipes in FY23



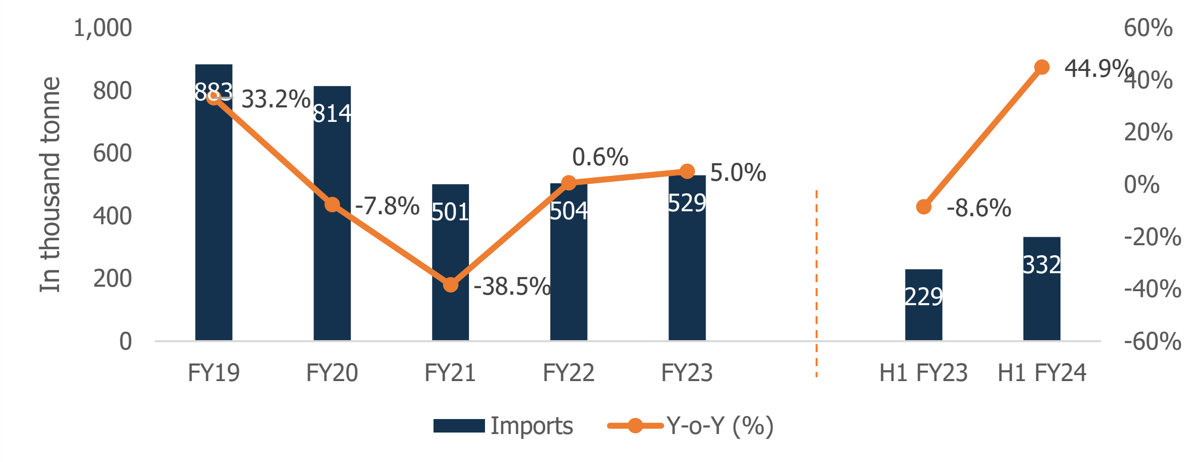
Source: CMIE

Imports

India imports steel tubes and pipes to meet the requirements of the demand-supply gap in the country primarily for high-temperature resistant pipes used for drilling and oil exploration, which are generally imported by the oil refineries in India.

The inbound shipments have observed a decline of 12% CAGR in the last five years from 883 thousand tonnes in FY19 to 529 thousand tonnes in FY23. During the past three years, the imports have remained flattish. However, the imports have increased significantly from 229 thousand tonnes in H1 FY23 to 332 thousand tonnes in H1 FY24.

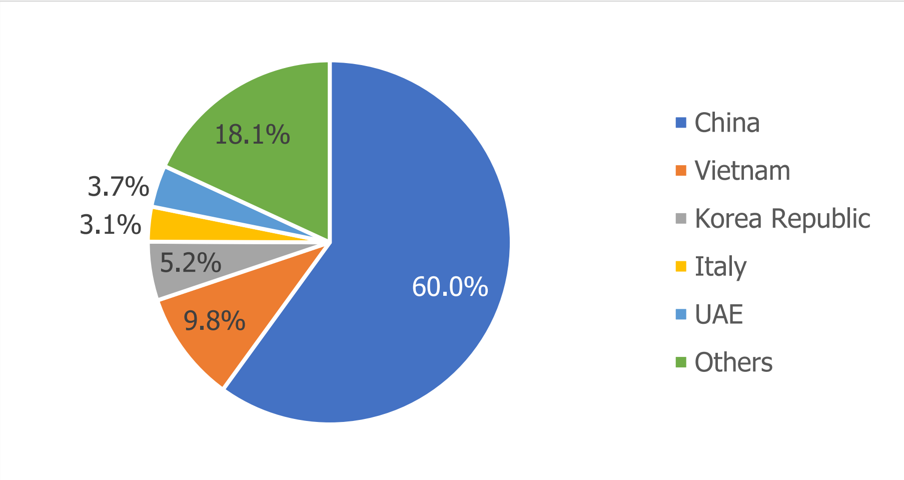
Chart 32: Imports of Steel Tubes and Pipes



Source: CMIE
Note: H1 FY23 refers to the period from April 2022-September 2022
H1 FY24 refers to the period from April 2023-September 2023

China, Vietnam, Korea Republic, Italy, and the UAE are some of the leading suppliers to India with almost 82% share in the total imports in FY23. Among these, China continues to be the top importer to India with a share of 60%.

Chart 33: Country-Wise Imports of Steel Tubes and Pipes in FY23



Source: CMIE

2.3.4 Outlook

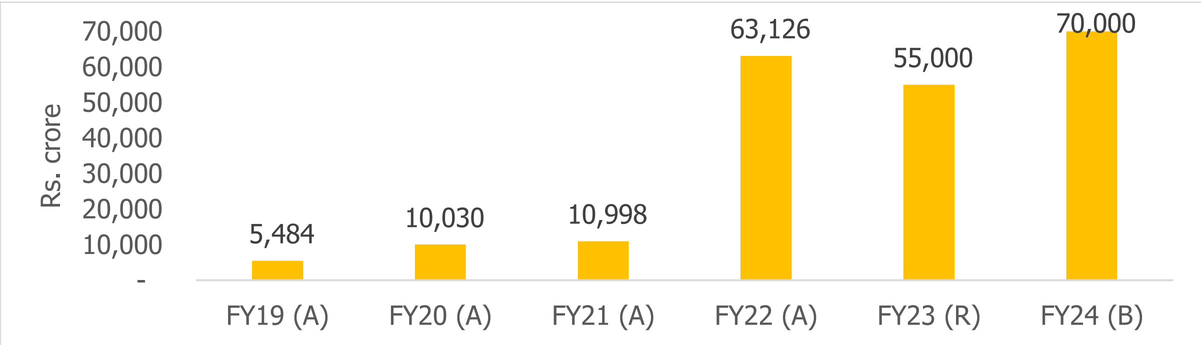
The growth momentum of the steel pipes and tubes is expected to continue in the medium term backed by rising demand from key end-user industries including oil & gas, infrastructure, real estate, etc.

- **Oil & Gas:** It is expected that an increase in the length of natural gas pipelines by 2024-2025 will contribute toward the expansion of steel pipe production. The natural gas sector already has seen the announcement of the 'One Nation, One Gas Grid' initiative, which will attract new investments in India's natural gas infrastructure. Also, it is expected that the gas pipeline network which has already crossed 22,000 km currently, will reach 35,000 km in the next 4-5 years. The efforts of moving toward the gas-based economy along with the implementation of city gas distribution networks are expected to augment the demand for pipes going forward. Moreover, the increase in CNG stations, bio-refineries, bio plants, etc., will support the infrastructure for gas.

- **Housing Development:** The trend for affordable housing is picking up in India alongside the growing urban infrastructure. Whereas the rising income and employment opportunities have led to migration to urban areas, thereby creating a greater need for real estate in major Indian cities. Also, there is a significant thrust on providing housing for all under the Pradhan Mantri Awas Yojana (PMAY) scheme, an initiative taken by the government to provide affordable housing to the urban poor. The scheme is being steadily allocated under the union budget. In the latest budget 2023-24, there has been an increase in allocation toward the PMAY scheme to Rs. 79,590 crore from Rs. 77,130 crore in 2022-23. Furthermore, the sustained efforts in sanctioning and completing a substantial number of houses under both PMAY-Urban and PMAY-Gramin schemes demonstrate the government's commitment toward promoting affordable housing and improving living conditions for individuals and families across the country.

- **Water and Irrigation:** The demand for steel tubes and pipes will expand, given their vast usage in agriculture, especially for irrigation. The 'Atal Mission for Rejuvenation and Urban Transformation' (AMRUT) scheme, which focuses on the development of basic infrastructure in selected cities and towns, focuses on the development of water infrastructure in the sectors such as water supply, storm water drainage, sewerage and septage management, green spaces and parks, and non-motorized urban transport. In addition, the 'Atal Bhujal Yojana' (Atal Jal) scheme, focused on improving ground water management through the community, will also lead to infrastructure development. Another initiative 'Jal Jeevan Mission', to provide safe and adequate drinking water to all households in rural India by 2024, launched by the government will also contribute toward the development of water infrastructure. This programme has already covered around 65% of rural households in the past 4.3 years. The mission has always seen a consistent allocation in budget every year. In the union budget 2023-24, the allocation has increased to Rs. 70,000 crore from Rs. 55,000 crore (Revised estimate of 2022-23).

Chart 34: Budget Allocation Over the Years - Jal Jeevan Mission



Source: Budget documents

Note: A – Actual budget; R- Revised budget; B- Budgeted

- **Focus on Infrastructure:** The Indian government has been focussing on the development of infrastructure. It has launched reforms such as Make in India and the Production Linked Incentive (PLI) scheme to achieve its goal of having a USD 5 lakh crore economy by 2025. In the latest budget 2023-24, the outlay in CapEx investment toward infrastructure has increased by 33% to Rs.10 Lakh crore from Rs. 7.5 lakh crore in the 2022-23 budget. Additionally, 100 critical transport infrastructure projects for connectivity for the ports, coal, steel, fertilizers, and food grains sectors have been announced and will likely increase the demand for tubes and pipes. These projects include an investment of Rs. 75,000 crore including Rs. 15,000 crore from private players. Moreover, the government has announced plans to revive 50 additional airports, heliports, water aerodromes, and advanced landing grounds to enhance regional connectivity and provide accessibility to various regions. Earlier, in the budget for 2022-23, the government planned to set up 100 new airports by 2024 under the Ude Desh ka Aam Naagrik (UDAN) scheme.

Further, the usage of steel pipes and tubes will be supported by demand from domestic water infrastructure, oil exploration and transportation, construction, real estate, railways (capital outlay of Rs. 2.4 lakh crore), irrigation, infrastructure, and energy.

Driven by the above factors, CareEdge Research expects the domestic consumption of steel tubes and pipes to increase by 12%-13% y-o-y in the range of 8,156 to 8,229 thousand tonnes during FY24.

3 Overview of User Industry and Market Scenario

The oil & gas industry is the largest consumer of steel tubes and pipes in India. They are mainly used for manufacturing, transportation, and distribution purposes. Some of the other key end-user industries include automotive, railways, aircraft, agriculture, etc.

3.1 Oil & Gas

Oil & gas are the largest end-users driving the demand for steel tubes and pipes. Refineries, pipelines, gas terminals, storage capacity, gas cylinder bottling plants, retail outlets, etc., require large amounts of steel pipes. Oil and gas are generally transported through steel pipelines. Further, steel tubes and pipes are widely used in this sector for drilling and extraction operations.

Natural Gas Infrastructure

The natural gas industry in India is expected to witness substantial growth over the next decade. The current industry and regulatory environment bode well for achieving a shift toward gas becoming more prominent in the Indian fuel mix. Driven by the increasing usage across various end-user customer segments, the Government of India has come up with multiple reforms to raise the share of natural gas in the primary energy mix to 15% by 2030 from around 5.78% in October 2023 in the overall energy mix. Accordingly, the government has been taking a range of measures to expand domestic production, facilitate imports, and encourage demand.

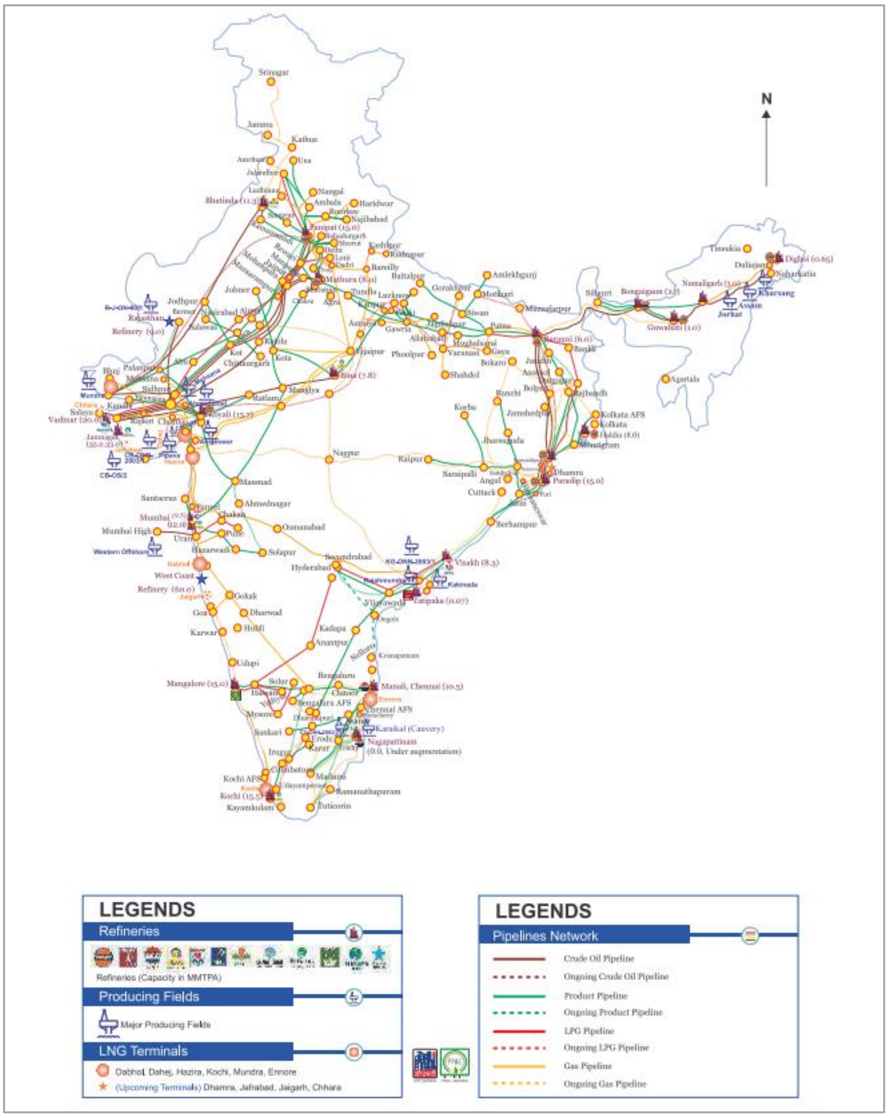
The sector requires significant investments in the coming years to build up terminals and pipelines. India is expected to have its first floating LNG terminals at Chhara and Jafrabad, which will possibly commence operations in 2024. Further, the increasing production and exploration activities will drive the requirement of steel pipes in the industry. In order to facilitate the National Gas Grid (One Nation, One Gas Grid) and increase the availability of natural gas across the country, the Petroleum and Natural Gas Regulatory Board (PNGRB) has authorised approximately 33,363 km of natural gas pipeline network across the country. Around 22,191 km of gas pipelines were operational in India as of June 30, 2023, while 11,171 km of pipelines were under construction.

Furthermore, there is the government's thrust to enhance the supply and consumption of natural gas. Also, the usage of cleaner sources of energy such as natural gas is being encouraged in line with the growing concern toward the environment and climate change. This has received significant impetus from the government's commitment toward clean energy under COP 27. Moreover, the demand for natural gas is expected to increase subsequently in the coming years in anticipation of higher power demand. The demand revival will also be supported by the ease in natural gas prices.

Crude and Petroleum Product Pipeline Infrastructure

According to the Petroleum Planning and Analysis Cell (PPAC), 10,938 km of crude oil pipeline and 23,011 km of petroleum product pipeline were operational in India as of November 01, 2023. As pipelines are more efficient mode of fuel transportation, the crude and petroleum product pipeline infrastructure is expected to be expanded to cater to the growing domestic demand.

Chart 35: Oil & Gas Map of India



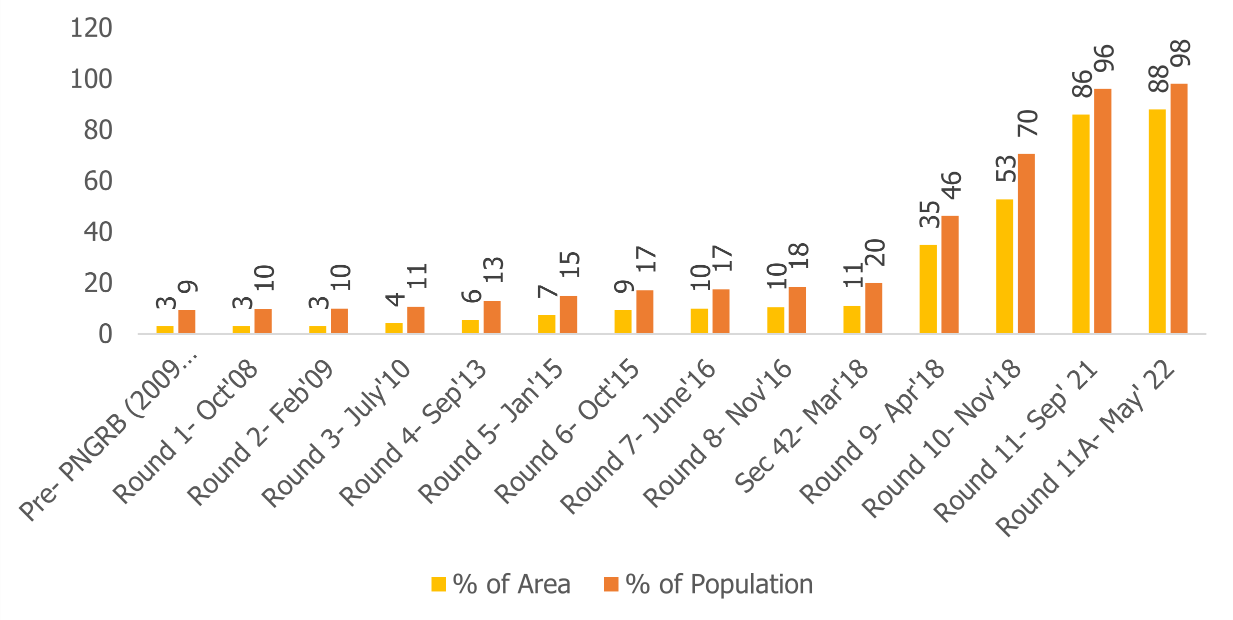
Source: PPAC

City Gas Distribution

The CGD network in India has expanded significantly in the past decade. Cumulatively up to Round 11A of CGD Bidding, there are 300 GAs authorised by PNGRB covering around 88% of the country's geographical area and 98% of its population. To cover 100% geographical area for the development of the CGD network, the 12th CGD bidding round will offer 7 Geographical Areas (GA) covering five North East states viz. Arunachal Pradesh, Meghalaya, Manipur, Nagaland, and Sikkim and UTs of Jammu & Kashmir and Ladakh.

Further, CGD now constitutes around 20% of the total natural gas consumption in India. Over the past few years, the overall consumption of natural gas was driven by the CGD sector, the contribution of which has significantly increased from around 6% to around 20% from 2012-13 to 2023-24 (April-May, 2023). As per the ongoing study on the India National Gas Grid conducted by ICF, the CGD contribution to total gas consumption is expected to increase in the range of 32% to 38% by 2030.

Chart 36: City Gas Authorization in India (Category-wise) (Cumulative %)



Source: PNGRB

As per PPAC, there were 6,035 compressed natural gas (CNG) stations, 1.17 crore domestic piped natural gas (PNG) connections, 39,123 commercial PNG connections, and 17,433 industrial PNG connections as of September 30, 2023.

The following factors will drive the expansion of CGD network going forward:

- Expansion of CGD network to around 307 geographical areas post-Round 12^{th} of CGD bidding.
- Industries using blast furnaces such as steel, oil refineries, long-haul transport, and heating & cooling requirements.
- Continued high requirements from the fertilizer as well as power sector.

3.2 Real Estate

The real estate industry is one of the most crucial sectors across the globe. The industry can be further segmented into four sub-sections, housing, commercial, retail, and hospitality. Of these, the residential segment contributes a majority share in the overall sector. The growth of the overall real estate industry also depends upon the growth in the corporate environment and the demand for office space and urban & semi-urban accommodations.

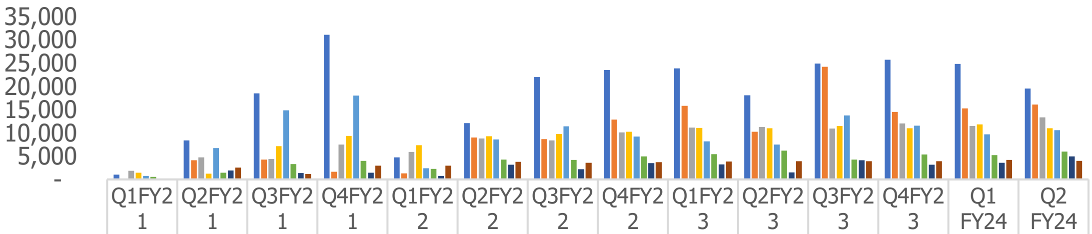
Residential Real Estate:

The residential real estate segment was performing exceptionally well during the first half of the previous decade on account of the thriving economy and the services sector, which resulted in migration to metros and propelled the demand for housing units in these areas. However, problems related to elevated property prices, delayed launches by developers, and stalled projects triggered some cold feet towards the sector. From the point of view of financing, the IL&FS crisis created problems in the NBFC sector, which is a pivotal source of funding for real estate. Additionally, the Coronavirus outbreak in early 2020 and the accompanying lockdowns across the country caused acute stress to the residential real estate segment during H1CY20.

However, after the reopening of the economy, there has been a notable increase in demand for residential properties, primarily driven by end-users in the affordable housing segment. Foreign investments continued to flow into the sector, aided by the easing of the pandemic situation, resumption of travel, favourable policies such as tax benefits, and advantageous currency exchange rates, further contributing to increased investments from Non-Resident Indians (NRIs), particularly in the residential sector.

Moreover, during FY23, the residential real estate market witnessed steady growth with increased sales momentum supported by past inventory levels and continued new project launches specifically in the affordable and mid-size segments. The momentum continued to rise in FY24 and during Q2 FY24, the sales and new project launches reported a growth rate of 12% and 23%, respectively, corresponding to the same period in the previous year.

Chart 37: New Launches in the Top 8 Indian Cities in Residential Real Estate



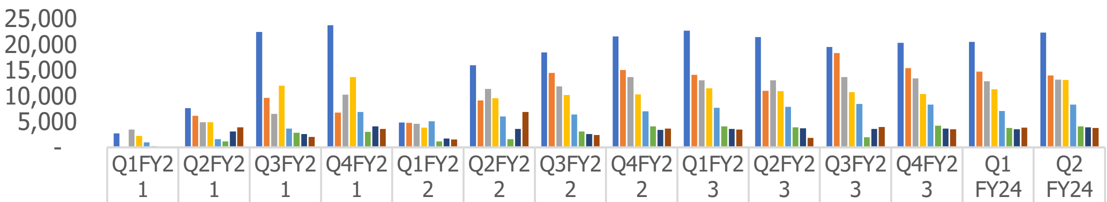
	Q1FY21	Q2FY21	Q3FY21	Q4FY21	Q1FY22	Q2FY22	Q3FY22	Q4FY22	Q1FY23	Q2FY23	Q3FY23	Q4FY23	Q1 FY24	Q2 FY24
Mumbai	1,011	8,389	18,51	31,12	4,747	12,13	22,01	23,55	23,90	18,07	24,88	25,73	24,811	19,512
NCR		4,110	4,292	1,626	1,317	8,983	8,659	12,88	15,84	10,26	24,24	14,48	15,252	16,108
Bengaluru	1,843	4,720	4,403	7,467	5,922	8,797	8,421	10,10	11,11	11,25	10,94	12,07	11,469	13,353
Hyderabad	1,420	1,234	7,170	9,349	7,363	9,256	9,768	10,25	11,10	11,00	11,49	10,98	11,865	11,034
Pune	NA	6,721	14,83	18,04	2,435	8,615	11,39	9,220	8,173	7,463	13,78	11,54	9,694	10,568
Ahmedabad	525	1451	3294	3977	2249	4257	4165	4957	5,428	6,188	4,236	5,349	5,207	5,996
Kolkata	NA	1,934	1,356	1,439	756	3,128	2,187	3,473	3,213	1,531	4,113	3,178	3,598	4,978
Chennai	NA	2,547	1,167	2,981	2,981	3,795	3,565	3,720	3,850	3,912	3,934	3,952	4,170	4,000

Mumbai NCR Bengaluru Hyderabad Pune Ahmedabad Kolkata Chennai

Source: Knight Frank & CareEdge Research

Trend in Sales in Top 8 Cities in Residential Real Estate

Chart 38: City-Wise Quarterly Unit Sales in Residential Real Estate



	Q1FY21	Q2FY21	Q3FY21	Q4FY21	Q1FY22	Q2FY22	Q3FY22	Q4FY22	Q1FY23	Q2FY23	Q3FY23	Q4FY23	Q1 FY24	Q2 FY24
Mumbai	2,687	7,635	22,40	23,75	4,855	15,94	18,44	21,54	22,65	21,45	19,51	20,30	20,498	22,308
NCR		6,147	9,641	6,731	4,743	9,101	14,49	15,01	14,08	11,01	18,34	15,39	14,722	13,981
Bengaluru	3,484	4,912	6,490	10,21	4,593	11,33	11,88	13,66	13,01	13,01	13,67	13,39	12,857	13,169
Pune	2,235	4,918	11,95	13,65	3,821	9,565	10,17	10,30	11,49	10,89	10,71	10,36	11,302	13,079
Hyderabad	974	1,609	3,651	6,909	5,065	5,987	6,357	6,993	7,700	7,900	8,453	8,300	7,055	8,325
Ahmedabad	252	1,176	2,810	3,045	1,163	1,607	3,096	4,105	4,092	3,887	1,978	4,225	3,757	4,108
Chennai		3,085	2,588	4,058	1,693	3,610	2,597	3,376	3,575	3,685	3,612	3,650	3,500	3,870
Kolkata		3,921	2,054	3,596	1,519	6,861	2,429	3,619	3,471	1,843	3,976	3,501	3,823	3,772

Mumbai NCR Bengaluru Pune Hyderabad Ahmedabad Chennai Kolkata

Source: Knight Frank & CareEdge Research

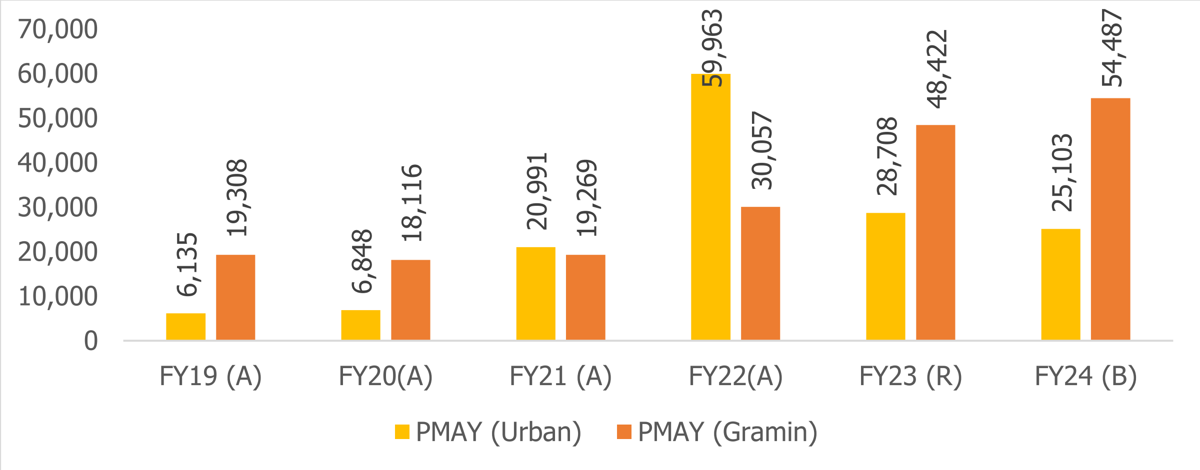
Outlook:

The relocations and shifting buying behaviour with a desire to live in a space with modern amenities, proximity to their workplace, and leisure & desire to relocate closer to extended families and friends are projected to increase the demand for projects with good architecture, uncluttered space, and recreational activities for children and elderly.

Furthermore, the government's initiatives, including the Pradhan Mantri Awas Yojna (PMAY), the Urban Development Plan, and the digitization of land records, have been playing a pivotal role in stimulating growth within the sector. Under the PMAY scheme of the Union Ministry of Housing and Urban Affairs, more than 1.19 crore houses have been sanctioned under the PMAY-Urban, out of which 78.15 lakhs have been completed as of

20th November 2023, and the rest are under construction. Moreover, about 2.94 crore houses have been sanctioned under PMAY-Gramin out of which 2.50 crore have been completed as of 30th November 2023.

Chart 39: Budgetary Allocation Under PMAY (Urban and Gramin)



Source: Budget Documents
Note: A – Actual budget; R- Revised budget; B- Budgeted

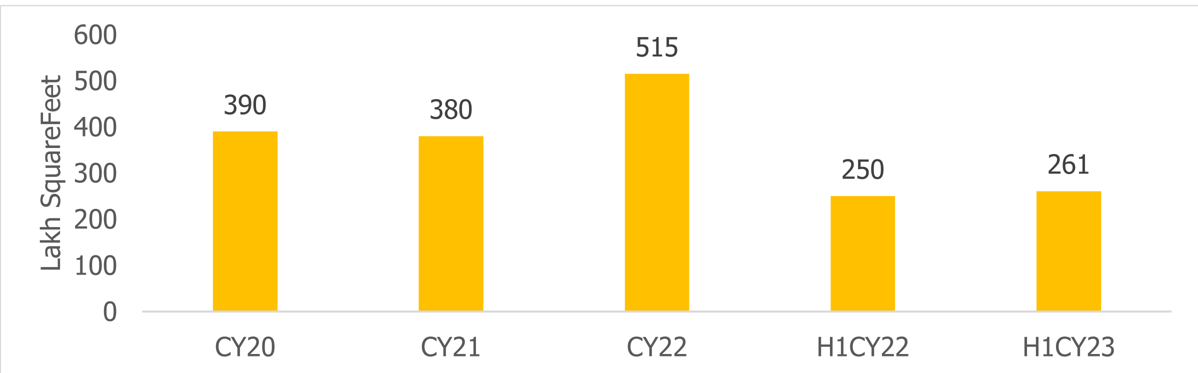
Commercial Real Estate:
The Indian real estate industry witnessed a slowdown in the years prior to the pandemic due to the general slowdown in the economy. However, this had little impact on the demand for office space.

The demand for office space grew by leaps and bounds for the better part of the past decade with the unavailability of good quality supply being the only impediment to higher growth. The office segment growth was aided by investors with a keen interest in the commercial space. For instance, an increasing number of private equity funds showed interest in commercial office spaces in 2018 followed by the same in 2019. Alongside, NRIs have initiated investing in this segment, given the lucrative returns.

Furthermore, with residential real estate becoming end-user-driven, commercial real estate emerged as a more attractive investment proposition for individual investors and institutional funds. Commercial properties typically offer higher rental yields and potential returns compared to residential properties. Businesses are willing to pay premium rents for prime locations, and this can result in more lucrative income streams for investors.

Accordingly, due to the investment potential of commercial spaces, developers are responding to the demand. Eventually, a better performance of the office segment will trickle to greater demand for the residential segment. This is because as job opportunities expand, there is a potential influx of individuals looking for housing near their workplace, which can drive up demand for residential properties. As a result, the commercial space is crucial in terms of both, its impact and its linkages.

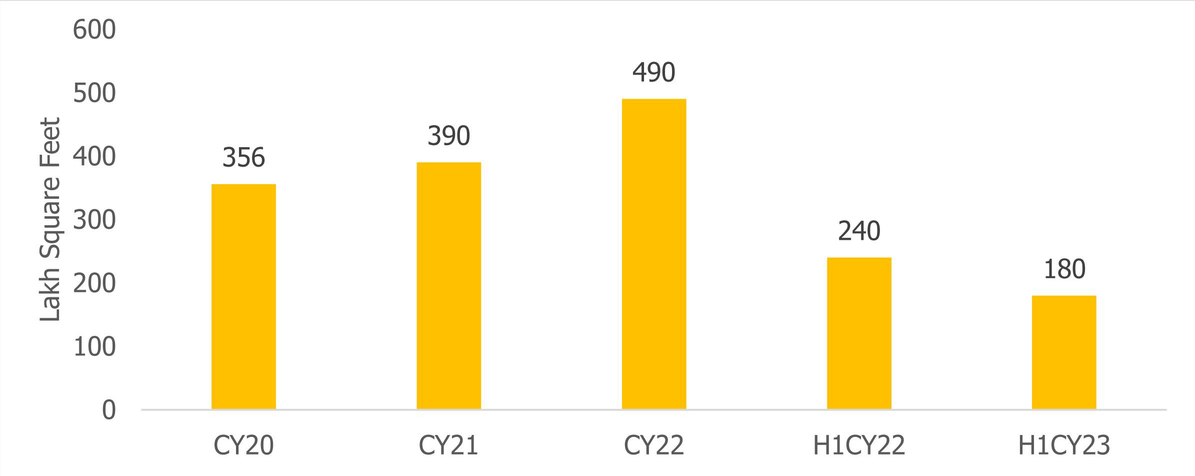
Chart 40: Transactions in the Commercial Segment



Source: Knight Frank & CareEdge Research

Furthermore, the outbreak of the pandemic resulted in the near stoppage of business activities across all markets and the phased resumption amid economic slowdowns weighed heavily on occupiers' minds. Transactions stood at 390 lakh square feet during CY20. They inched up following the gradual resumption of economic activities in the second half. Whereas CY21 witnessed a fall of 2.5% in transactions on account of the lethal second wave. However, transactions picked up in CY22 to 515 lakh square feet, a growth of 36% y-o-y. For the H1 CY23, transactions maintained their momentum at 261 lakh square feet, registering a growth of 4.4% when compared to y-o-y.

Chart 41: New Completions in Commercial Real Estate



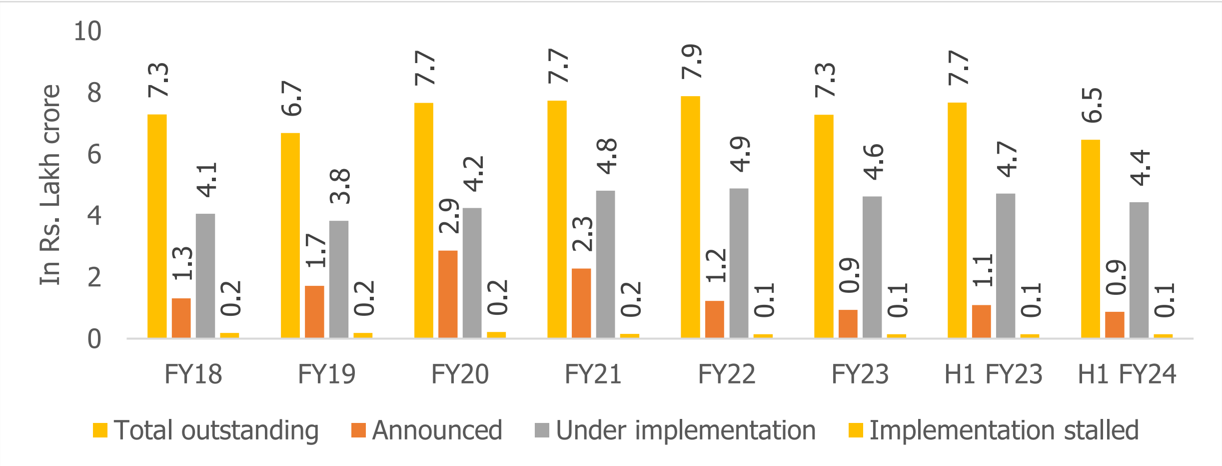
Source: Knight Frank and CareEdge Research

New completions witnessed a marginal drop during H2 CY20, possibly due to uncertainty surrounding the pandemic. These fell further during H1 CY21 before picking up in the second half. Accordingly, CY21 witnessed new completions to the tune of 387 lakh square feet.

CY22 registered an uptick when compared to CY20 and CY21 as developers stepped on the pedal with respect to the completion of projects amidst improved demand for office spaces as corporates began working from the office.

To an extent, the availability of labour, which had migrated to hometowns during the pandemic, also began returning to the construction sector in cities and this aided the pace of completions. For the CY22, new completions stood at 490 lakh square feet. There has been a decrease of 25% y-o-y in new completions in H1 CY23.

Chart 42: Trend in Investments in Commercial Real Estate



Source: CMIE and CareEdge Research

The chart above shows that total outstanding investments across India dipped in FY19. The value of announced projects increased for three straight years from FY18 to FY20. The value of new announcements peaked in FY20 following which it fell in FY21 due to COVID-19-related disruptions and uncertainty.

During FY22, the value of projects under implementation rose to a three-year high, while the value of stalled projects remained low. Whereas during FY23 and H1 FY24, the value of announced projects dipped, but the ticket size of projects under implementation was marginally lower than FY22 as demand stabilized.

Outlook:
The commercial real estate (including retail space) industry is expected to witness stable growth in the near-medium term driven by back-to-office/hybrid work trends, business growth especially in the e-commerce, co-working, information technology, and BFSI sectors, and rising consumer spending.

Further, the demand for office spaces will be driven by the expansion of the co-working segment, increased hiring across various sectors like IT and e-commerce, increased connectivity due to the augmentation of infrastructure, and overall economic growth in India. Also, real estate companies are focusing on Tier-II and Tier-III cities since they are quickly urbanizing due to lower rental costs. In addition, the sophistication of commercial real estate is rising due to the incorporation of new-age technologies including sensor-activated disinfectants, retina scanners for admission, digitized ventilation systems, etc.

Whereas the retail space growth will be driven by increasing disposable income, availability of a wide range of brands and food options, multiple entertainment avenues, high brand consciousness, convenience, social media marketing, availability of international brands, etc.

However, delays in project construction leading to cost overruns and the ability of the developers to lease the ready office and retail spaces are key monitorable for the industry. Whereas, the impact of the global slowdown on IT/BPO/KPO companies may lead to slow expansion and less demand for commercial space in India in the near term.

3.3 Roads & Infrastructure

Robust infrastructure is an essential sign of a developing nation. Development of roads, bridges, airports and railways is crucial for economic development of the country. Out of all modes of transport, road is the only mode which has ability of last mile connectivity.

Transportation of freight as well as passengers by road is one of the most cost-effective mode. With a total 6.33 Million kilometers (kms) of road network, India ranks second in the world after USA. This road network supports movement of 60% of freight traffic in the country and 87% of the total India's passenger traffic. The Indian road network comprises of National Highways, Expressways, State Highways, Major District Roads, Other District Roads and Village Roads. To get the country in fast forward mode, development of National Highways has been key focus area, however state highways, district and rural roads continue to be large part of overall road network.

Table 4: Breakup of Road Network as stated in March 2023:

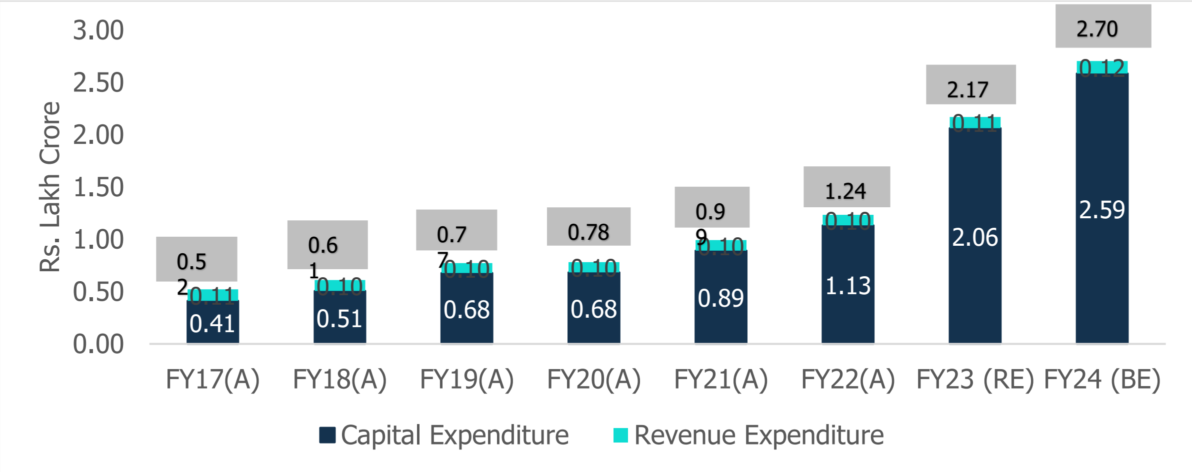
	Million kms	%
National Highways	0.14	2%
State Highways	0.17	3%
Other Roads	6.02	95%
Total	**6.33**	**100%**

Source: MoRTH & CareEdge Research

Connectivity has always been the backbone of any economy as it not only reduces the overall cost of logistics but also reduces the overall cost of production. To achieve last mile connectivity, roads and highways pave the way as they are cost effective way of connectivity. Over the years budgetary allocation has been increased from Rs 0.52 lakh crore in FY17 to Rs 2.70 lakh crore in FY24 demonstrating the Government's high focus on infrastructure sector. For better connectivity and faster movement of goods, Government is expanding 2 lane highways to 4 lanes and 4 lanes to 6 lanes. Government has also identified border areas for better connectivity and have launched various projects. This sector has higher opportunities as the connectivity of ports and other key locations such as consumption centres, metros, Tier-2 cities and strategic importance is still under developed.

To achieve the complete connectivity, private player participation is must and to attract the investment of private players, Government has brought in several Public-Private Partnership (PPP) models which has attracted significant investment over the past decade. Of all the PPP models, HAM has proven to be successful. It has given favorable condition for the participation of private players. Government is looking forward to bring in more projects under HAM followed by EPC. Lower participation for private players has at some point hampered the overall development of roads and highway sector. Issues of delay in project completion, due to land unavailability has been dealt by NHAI's decision to allot project, post completion of 90% of land acquisition. Also, to ease the burden of debt and avoid NPAs in books of private players & banks, Government has allowed 100% FDI in the sector and also allowed asset monetisation for private players post construction is complete.

Chart 43: Budget Allocation for the Ministry of Road Transport and Highways



Source: Demand for Grants 2022-23, MoRTH
RE – Revised Estimates; BE – Budgeted Estimates

Another industry telecom tower, is also one of the end-user industry where steel products are used. India is the second largest telecom industry in the world with 876.53 million broadband subscribers and 1,179.21 million telephone subscribers as on 31st August, 2023. There has been augmented growth in the last few years because of affordable tariffs, higher penetration, roll-out of Mobile Number Portability (MNP), expansion of 4G and 5G coverage, evolving consumption patterns of subscribers, government's initiatives towards supporting India's domestic telecom infrastructure and favourable regulatory environment.

The mobile towers in the country has increased to 7.6 lakh as on April'23 as compared to 6 lakh as on April'20. The number of Mobile Base Transceiver Stations are 25.4 lakhs as on April'23 as compared to 21.9 lakhs as on April'20. The demand for telecom industry is expected to rise as the Government has announced to increase the mobile towers in the country by March 2024 in order to enhance the connectivity. This will further lead to expansion in the telecom industry and in turn, increasing the need for telecom towers.

3.4 Water Infrastructure

Water infrastructure is another major end-user that uses steel tubes and pipes. In general, water infrastructure comprises drinking water facilities (treatment plants and distribution lines), sewage lines, storage tanks, dams, reservoirs, etc.

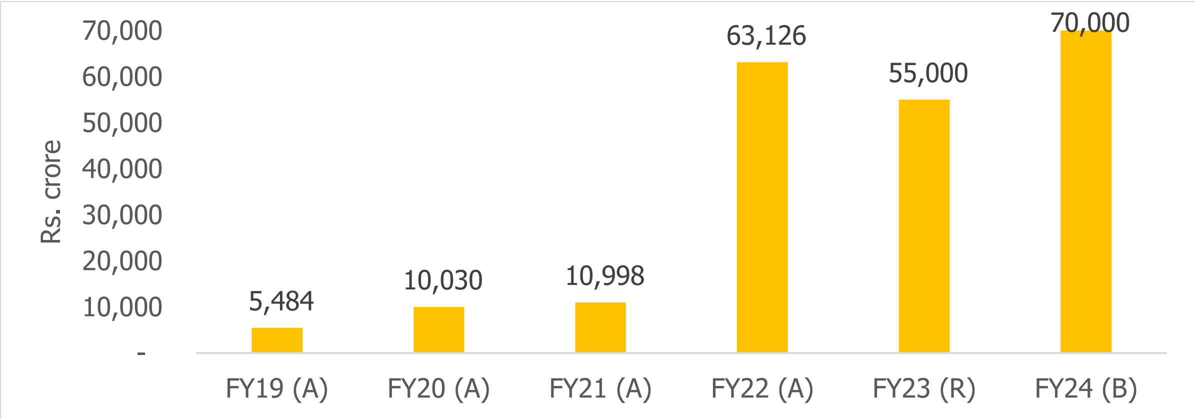
Steel pipes are considered the most durable of all water supply pipes because of their non-corrosion properties. They can sustain high water pressure and are more readily available in longer lengths than most other pipes. Demand for steel tubes and pipes is increasing, supplemented by the agriculture sector, where steel pipes are used in borewells or irrigation facilities. Moreover, there is a constant demand for improving water infrastructure in both rural and urban cities alongside a focus on enhancing wastewater management. This is expected to augment the demand and push the volumes of galvanised pipes.

However, with growing urbanization, India continues to fall behind in groundwater infrastructure. Water consumption has been growing at an exponential rate on account of rising population, increasing urbanization, and shifting lifestyles. In India, many households have access to water for only a few hours a day. Moreover, water demand in India is expected to exceed available supply by 2030, resulting in severe water scarcity for billions of people. To ensure there is a water supply, which is both affordable and sustainable, the government has launched the 'Atal Bhujal Yojana' (Atal Jal) to upgrade the groundwater management system through community participation. The major objective of this scheme is to improve the management of groundwater resources in select water-stressed areas in identified states namely Gujarat, Haryana, Karnataka, Madhya Pradesh, Maharashtra, Rajasthan, and Uttar Pradesh.

Further, on 15th August 2019, the 'Jal Jeevan Mission' programme was launched by the government to provide safe and adequate drinking water to all households in rural India by 2024. The functional household tap connections as of 15th August 2019 were about 3.23 crore. This program has already connected taps to more than 19.2 crore rural households and established 13.7 crore rural household tap connections within a span of 4.3 years. This programme will further enhance the water infrastructure and aid in the demand for pipes in the country.

Furthermore, the budgetary allocation trend toward this scheme is increasing and in the latest budget 2023-24, the government has increased the allocation to Rs. 70,000 crore from Rs. 55,000 crore in the previous year. In addition, the government's push toward cleanliness and sanitation will boost the water infrastructure in the country.

Chart 44: Budgetary Allocation Toward Drinking Water



Source: Budget Documents

Note: A – Actual budget; R- Revised budget; B- Budgeted

3.5 Solar

India has a significant amount of solar energy potential. Approximately 5,000 trillion kWh of energy is incident over India's geographical area each year incident over India's land area with most parts receiving 4-7 kWh per square meter per day. Further, solar PV power can effectively be harnessed, providing huge scalability in India and at the same time, has the ability to generate power on a distributed basis and enables rapid capacity addition with short lead times.

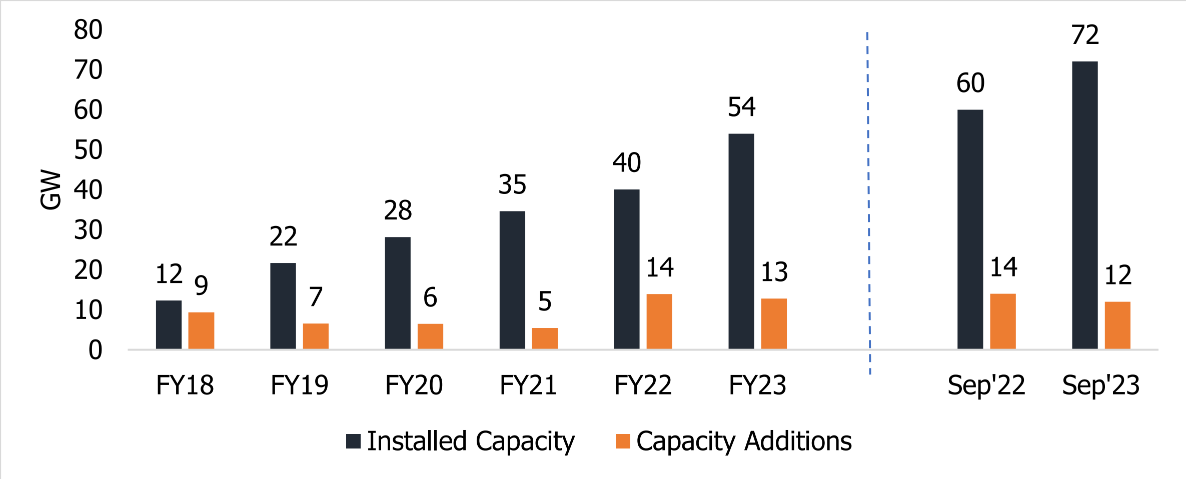
India's solar energy sector has emerged as a key participant in grid-connected power generation capacity over the past decade. It contributes significantly to the government's objective of sustainable growth while emerging as a key anchor in meeting the nation's energy demands and ensuring energy security. Due to its abundant availability, solar energy is the most secure among all sources from an energy security perspective.

India has a solar potential of 749 GW, assuming that solar PV modules cover 3% of the waste land area. Comparatively, India had an installed capacity of 72 GW of as on September 2023. The top ten states, which account for around 75% of the total solar potential, have an installed capacity of 65 GW, which is only around 9% of their potential and hence there is a significant untapped solar potential across India.

Capacity Addition Trends:

Solar energy accounted for 54% of the renewable energy basket (excluding Hydro Power) as of September 2023. Over the previous nine years, the solar power industry has experienced strong growth. Over FY15 to FY23, the segment added 63 GW of capacity, registering a CAGR of 44%, albeit on a low base. Despite suffering from supply chain constraints, increasing shipping costs, and rising prices of key commodities, the capacity installations have been high due to rapid technological improvements, increased competitiveness, faster completion of projects in pipeline during COVID-19 period, consistent focus of Government of India, greater demand from the commercial and industrial segment increasing maturing of the renewable energy market etc.

Chart 45: Trend in Solar Installations



Source: MNRE, CareEdge Research

The capacity under construction or in advance stages of development that are likely to be commissioned during 2022-23 to 2026-27 is around 92.6 GW for Solar while the capacity under construction as on March 2023 is around 36,270 MW.

Table 5: Solar Capacity awarded and under construction as on March 2023

Sr. No	Scheme	Total Capacity Awarded (MW)	Under Construction Capacity (MW)
1	Solar Energy Corporation of India Limited	26,311	19,860
2	National Thermal Power Corporation Limited	1,218	1,208
3	Narmada Hydroelectric Development Corporation Limited	96	96
4	Satluj Jal Vidyut Nigam Limited	1,385	1,385
5	National Hydro Power Corporation	1,040	1,040
6	Other Projects (various states Maharashtra, Chhattisgarh, Bihar, Madhya Pradesh, Uttar Pradesh, Himachal Pradesh, Andhra Pradesh, Rajasthan, Karnataka, Gujarat) and Ultra Mega Renewable Energy Power projects (various states Maharashtra, Chhattisgarh, Bihar, Madhya Pradesh, Uttar Pradesh, Himachal Pradesh, Andhra Pradesh, Rajasthan, Karnataka, Gujarat) and Ultra Mega Renewable Energy Power projects	6,220	6,220
	Total		**36,270**

Source: CEA, CareEdge Research

Some of the schemes initiated by Government to promote solar power are Jawaharlal Nehru National Solar Mission (JNNSM), The International Solar Alliance (ISA), Pradhan Mantri Kisan Urja Suraksha Evam Utthan Mahabhiyan (PM KUSUM), Rooftop solar power (RTS), Solar Parks programme, Solar Cities programme, Off-Grid Solar PV Applications Programme Phase III for Solar Street Lights, Solar Study Lamps, and Solar Power Packs etc.

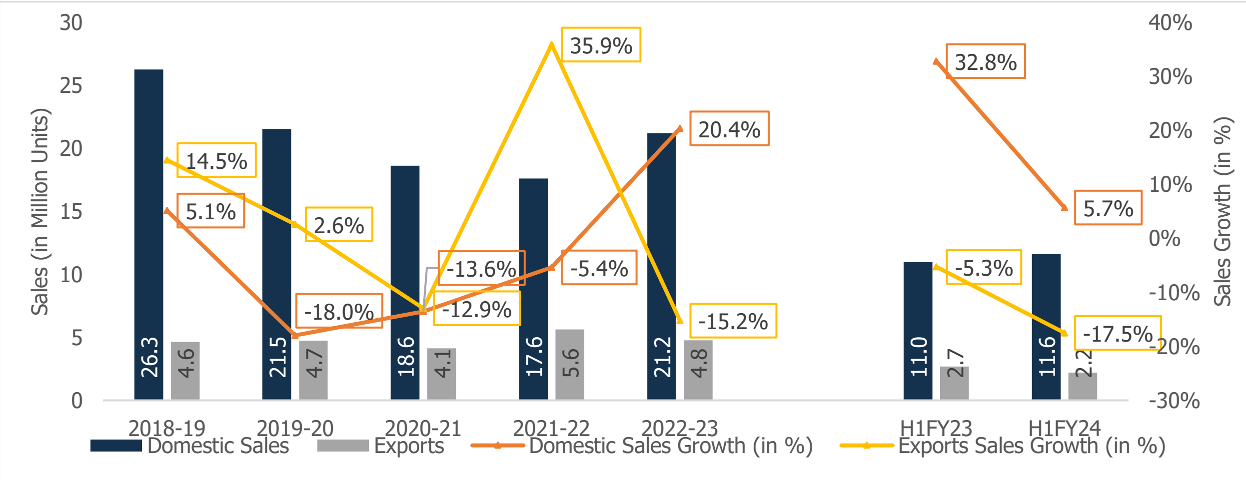
Apart from these, the Cabinet Committee on Economic Affairs ("CCEA") has approved the MNRE's proposal for implementation of the Central PSU (Public Sector Undertaking) Scheme Phase-II for setting up 12,000 MW grid-connected solar PV power projects with VGF support of Rs. 858 million for self-use or use by Government or Government entities, of both Central and State Governments. Under this scheme, around 8.2 GW of projects have been awarded, as on 31.12.2022, out of which around 1.5 GW has been commissioned as on 31.12.2022 and balance are under implementation.

3.6 Automobiles

The automotive industry is considered to be one of the major drivers of economic growth due to its linkages with multiple industries. Its contribution to the GDP of India stands at around 7%. The growth of this sector benefits the commodity sector as vehicle manufacturing requires steel, aluminum, plastic, etc. It also holds importance for the NBFC/Banks in the form of automobile financing. Moreover, it is a crucial source of demand for the oil & gas industry.

During FY23, domestic automobile sales witnessed a growth of about 20% on a y-o-y basis. On the other hand, exports declined by around 15% y-o-y in the same year due to ongoing global headwinds. Barring the passenger vehicles segment, which grew by 15% with the increasing demand in the sports utility vehicle segments, the exports for two-wheelers, commercial vehicles, tractors, and three-wheelers declined by 1%, 15%, 3%, and 27% respectively. Accordingly, exports are expected to remain subdued in FY24 given the recessionary pressures across key export markets.

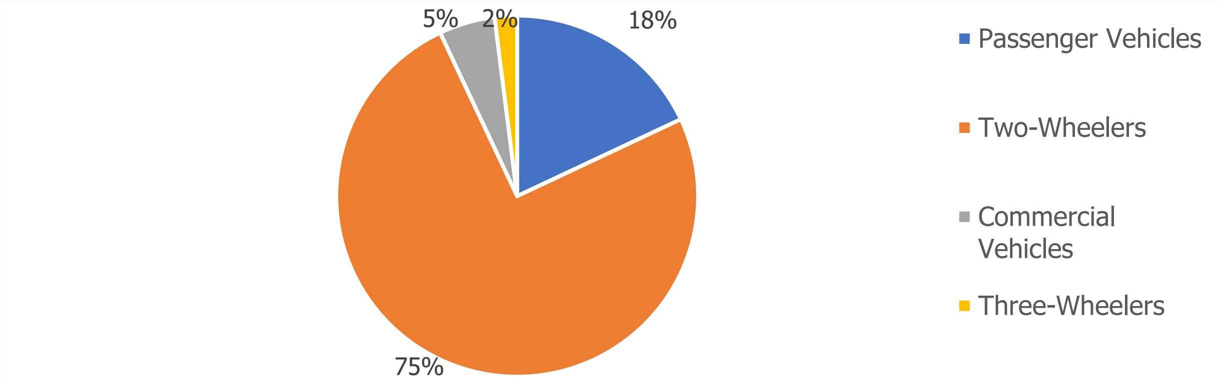
Chart 46: Domestic Sales and Export of Automobiles in India



Source: Society of India Automobile Manufacturers (SIAM)
Note: Tractors sales are not included both in domestic and exports graph

India is expected to be the third-largest in terms of volume by FY26. Across segments of the industry, India is positioned amongst the leading markets, globally. India is the largest manufacturer of two-wheelers, three-wheelers, and tractors. It is also among the top 5 manufacturers of passenger and commercial vehicles. The major growth drivers for the automobile industry in India are growing household income, favourable demographics with a large proportion of the young population, expanding R&D hub, and government support.

Chart 47: Share of different categories in automobile domestic sales in FY23



Source: SIAM

Besides growth prospects, India's favourable Foreign Direct Investment (FDI) policy with 100% FDI through automatic route, relatively low cost of manufacturing, and adequate manpower pool has attracted several foreign OEMs of the industry to invest in India and set up a manufacturing footprint.

3.7 Railways

The Indian Railways is among the world's largest rail networks. It is the 4th largest railway system in the world behind the US, Russia, and China with a total track length of 1,26,611 km over 68,103 km of the route along with 7,337 stations as of FY21. Steel tubes or pipes are used in applications such as rails, wagons, and coaches. The Indian railway sector has seen multiple developments in the last decade such as the introduction of high-speed trains, modernization of railway stations, increase in rolling stock inventories, etc.

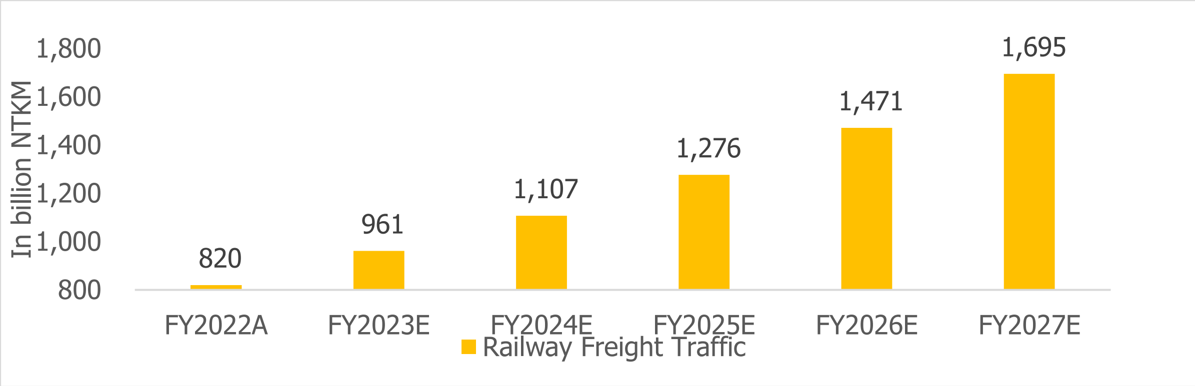
Further, the government has been increasing its focus on the augmentation of railways to reduce the cost and time of logistics and to minimize the overall carbon footprint of the country as railways are more environment friendly compared to road transport. The key focus areas have been the decongestion of the overutilized rail network, construction of new lines, doubling, tripling, quadrupling of rail lines, and purchase of rolling stock such as wagons, locomotives, coaches, etc.

The government proposes to launch 400 new Vande Bharat trains in the next 3 years along with the development of 100 Cargo Terminals over the next few years. Additionally, the construction of a Dedicated Freight Corridor (DFC), which are broad gauge rail network to be utilized exclusively for freight trains, will lead to an increase in the railway's share in domestic freight movement. The western and eastern DFCs are 86% and 90% complete, respectively, and are expected to be commissioned by FY25. Also, the East Coast Corridor, East-West Corridor, and North-South Corridor are under the planning stage.

Moreover, the Railways Station Redevelopment Program, which was launched in February 2017 to modernize the infrastructure across the nation, will enhance the experience of the passengers through intelligent building and state-of-the-art facilities. For this, the government has launched the 'Amrit Bharat Station Scheme' where a total of 1,275 railway stations under 32 different states have been identified for development. This will further boost the demand for steel pipes in the economy.

Under the National Rail Plan (NRP), the railway's share in freight transport is expected to increase to 45% by 2030 from the existing 26%. This implies that the total freight transported by Indian Railways will increase to 3,000 million tonnes by FY2027 and 3,600 million tonnes by FY2030 from 1,418 million tonnes in FY2022. Further, railway freight traffic measured in Net Tonne Kilometres (NTKM) is expected to double to 1,695 billion NKTM by FY2027 from 820 billion NKTM in FY2022.

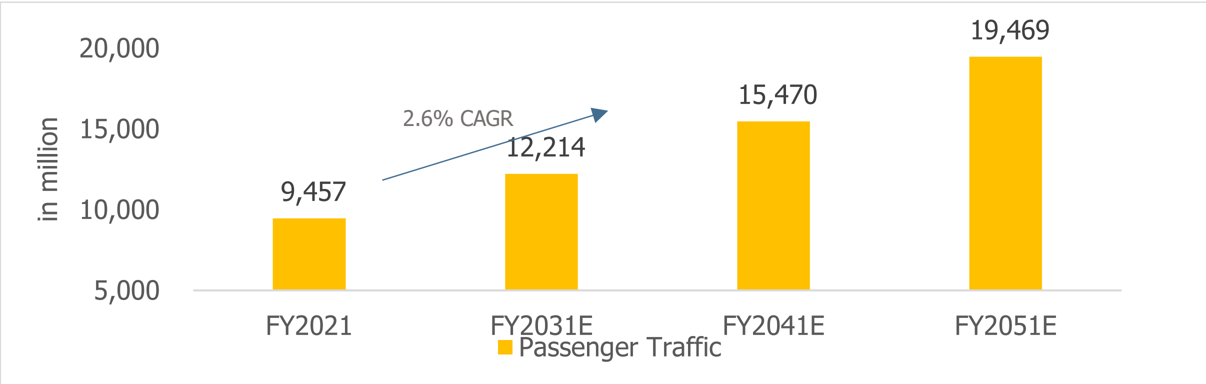
Chart 48: Trend in Indian Railway Freight Traffic



Source: Indian Railways, Report of the Committee on Mission 3000 Million Tonnes

The passenger traffic is expected to grow at a CAGR of 2.6% between 2021 and 2031 driven by population growth and a growing workforce.

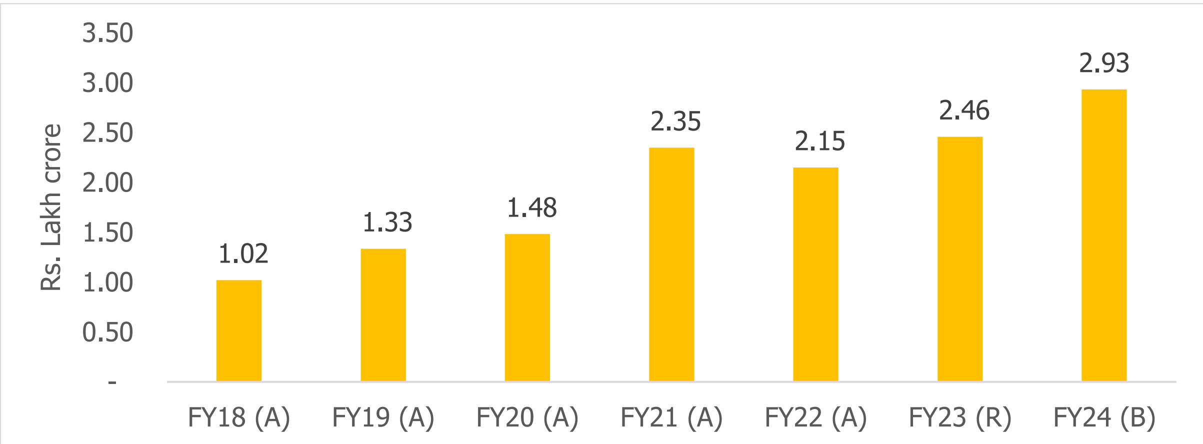
Chart 49: Projected Growth in Passenger Traffic



Source: Indian Railways, National Railway Plan

In the Union Budget 2023-24, the government has allocated Rs 2.93 lakh crore toward railways which is the highest-ever allocation and an increase of 15% over the previous year's allocation. The allocation toward the rolling stock has more than doubled Y-o-Y to Rs 37,581 crore in the union budget 2023-24 from Rs 15,158 crore (revised budget) in 2022-23.

Chart 50: Railways- Budget Allocation Over The Years



Source: Budget Documents. Note: B – Budgeted, A – Actual, R – Revised and Includes Internal and Extra Budgetary Resources (IEBR)

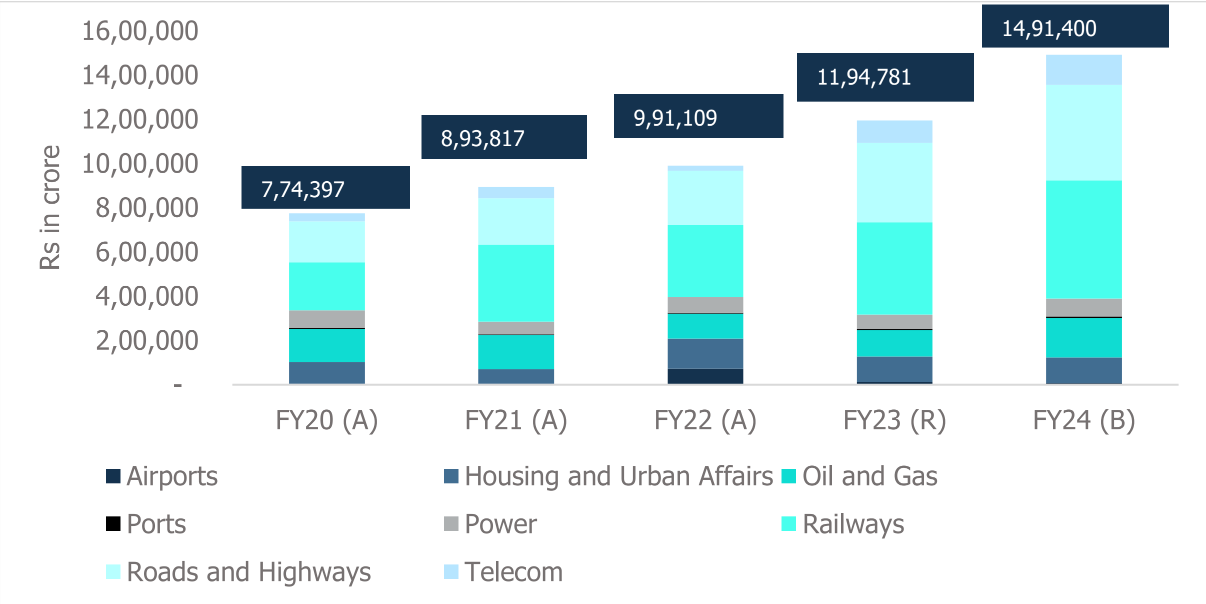
The above factors augur well for the demand for steel tubes and pipes from the Indian Railways.

4 Key Demand Drivers

- **Continued Thrust on Construction and Infrastructure**

One of the major growth drivers of the steel tubes and pipes industry is the infrastructure investment thrust by the Government of India. The budgetary allocation toward infrastructure has grown at a CAGR of about 18% in the past 5 years between FY19-20 to FY23-24. In the Union Budget 2023-24, the government continued its focus on infrastructure development with the allocation of Rs 10 lakh crore toward infrastructure capital expenditure, an increase of 33% over allocation under the Union Budget 2022-23. Total allocation towards infrastructure, including investments in public enterprises, stood at Rs. 14 lakh crore, an increase of 24.8% over revised estimates of 2022-23.

Chart 51: Budget Allocation Towards Infrastructure*



Source: Union Budget 2022-23
Note: A – Actual budget; R- Revised budget; B- Budgeted
*Including investments in public enterprises

The government has expanded the National Infrastructure Policy (NIP) to over 9,000 projects from 6,835 projects and announced plans for the National Monetization Pipeline (NMP) and the Development Finance Institution (DFI) to improve the financing of infrastructure projects. The NIP covering rural and urban infrastructure, entails investments to the tune of Rs. 111 lakh crore, which is being undertaken by the central government, state governments, and the private sector during FY20-25. Moreover, the alignment of PM Gati Shakti National Master Plan and National Infrastructure Policy (NIP) will aid in debottlenecking hurdles for faster execution of projects.

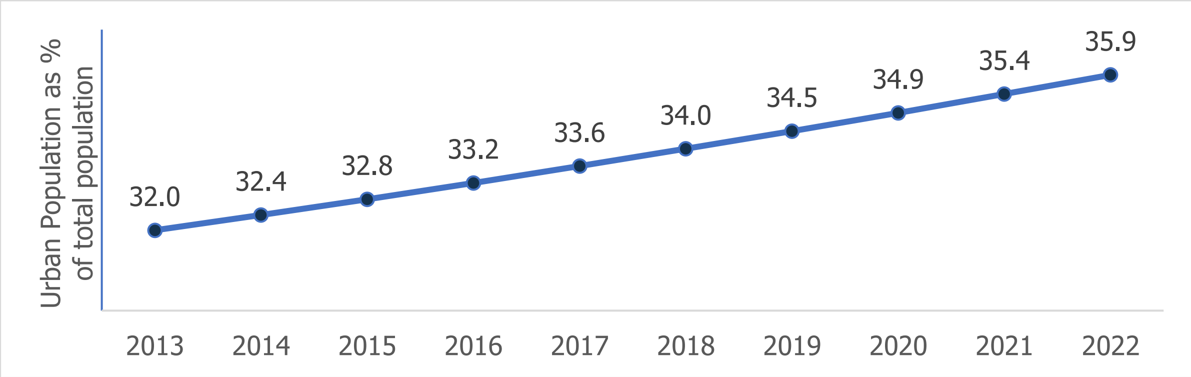
- **Growing Real Estate Absorption led by Increased Urbanisation and Purchasing Power**

Rising Urbanization
Rapid urbanization bodes well for the sector. India is the second-largest urban system in the world. Indian cities are home to about 11% of the total global urban population.

According to the Ministry of Health and Family Welfare (MoHFW), 2019, urban growth is expected to contribute to around 73% of the total population increase by 2036. Further, as per the Census of India 2011, India has an urbanization level of 31.1%, which has only increased over the years. Earlier estimations indicate that about 416 million people will be added as urban dwellers in India between 2018 and 2050, according to a United Nations study dated 2018. Moreover, India will be 50% urban by 2050, according to UN-Habitat, 2017.

Therefore, the growing urbanization will lead to increased demand for tubular steel structures as it involves usage in the construction of buildings, pipes for water supply, improved drainage systems, waste treatment plants, elevators, etc.

Chart 52: Urbanization Trend in India

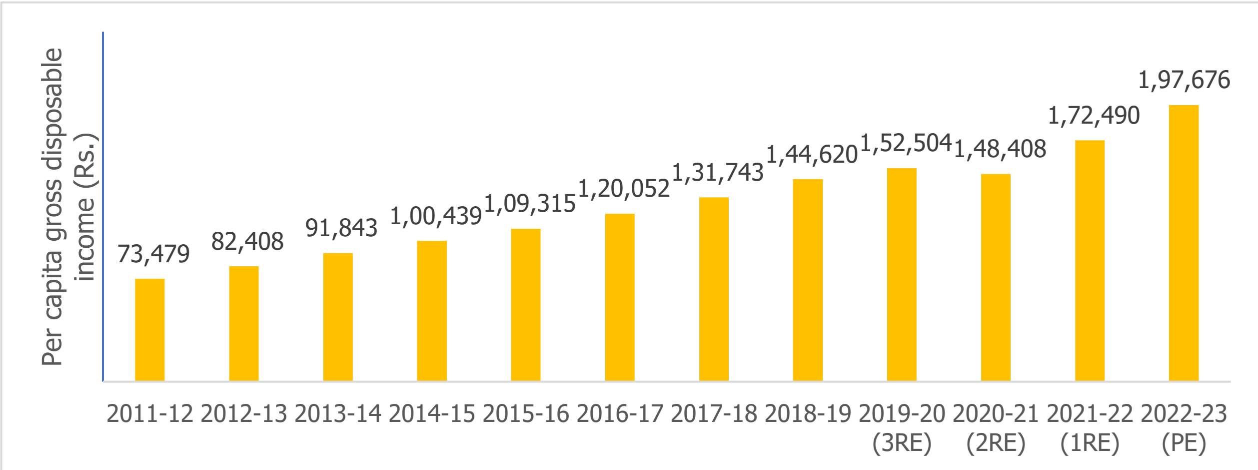


Source: World Bank Database

Growing Purchasing Power

The rising disposable income, which has grown at a CAGR of 9.4% between the period FY12 to FY23, is expected to lead to increased demand for residential real estate in India as more and more people are able to afford real estate purchases. This will lead to more consumption of steel in the country and help the steel manufacturers to produce more steel, thus improving the demand in the steel industry.

Chart 53: Per Capita Gross National Disposable Income



Note: 3RE – Third Revised Estimate, 2RE – Second Revised Estimates, 1RE – First Revised Estimates, PE – Provisional Estimate; Source: MOSPI

- **Development of the Natural Gas Sector**

The government's focus on enhancing the share of natural gas in India's energy mix will increase the demand for steel pipes. Additionally, India has taken several initiatives to develop the natural gas sector such as facilitating the development of gas infrastructure, including LNG terminals, long-distance transmission pipelines, and city gas distribution networks. This will, in turn, increase the demand for steel pipes. A total of 1544 Km of pipelines have been laid as part of the National Gas Grid in 2020. Also, the government launched the Indian Gas Exchange (IGX), the first nationwide online delivery-based gas trading platform in 2020.

With the government's focus on increasing natural gas consumption, massive investments are expected in developing the natural gas infrastructure. Many infrastructural developments are in progress including expansion of LNG import capacity, addition of new gas pipelines, and development of city gas distribution networks. As of June 2023, the total operational length of the national gas pipeline network is 22,191 km whereas 11,171 km are under construction. The government's favourable policies will help drive the gas demand growth over the next decade, and this, in turn, will boost the demand for steel.

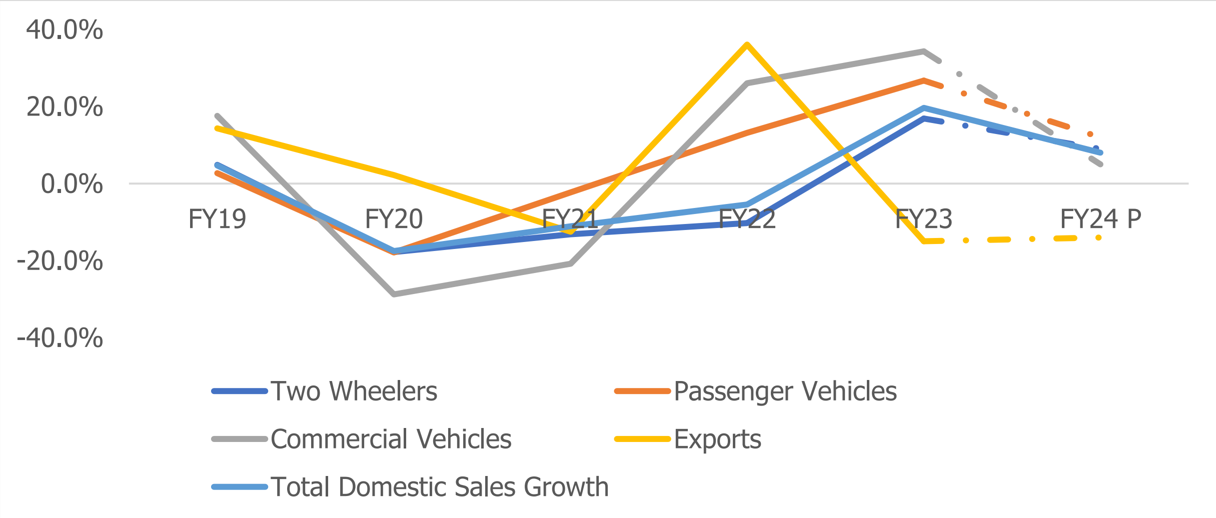
- **Stable Growth in the Automotive Industry**

Steel tubes or pipes are used in the main structure of the vehicle known as the chassis. They are also used in other automotive components such as control shaft tube stack pipes, shock absorbers, exhaust pipes, sway bars, other vehicle accessories (side railings, bumpers, and grill guards), etc.

India was the third-largest automobile market in 2022. After witnessing a de-growth due to the pandemic, the automobile sector began to recover on account of a revival in economic activities. For instance, domestic automobile sales grew by 20% y-o-y in FY23, the first full year without any impact of the pandemic after a gap of two years. The growth in sales volume across segments was supported by healthy demand in the urban areas, increasing replacement demand, growing demand for utility vehicles in the passenger vehicle segment, vehicle scrappage policy, and higher infrastructure spending.

Despite inflationary pressure throughout the year, preponing purchases before the implementation of new fuel emission norms (BS-VI Phase -II), easing of semiconductor chip supply, and pent-up demand supported the sales growth. During FY23, all the categories saw double-digit growth, with two-wheelers at 17%, passenger vehicles at 27%, commercial vehicles at 34%, tractors at 12%, and 3-wheelers at 87% y-o-y growth in domestic sales.

Chart 54: Trend in Indian Automobile Industry Domestic Sales Growth



Source: CareEdge, SIAM, TMA (Tractors Manufacturers Association), CMIE
Note: P-Projected

CareEdgeResearch expects the domestic automobile sales volume to grow by 7%-9% in FY24 and the growth momentum is expected to continue after the robust demand (20% sales growth) seen in FY23, supported by favourable demand sentiments and various government initiatives for the rural and urban development.

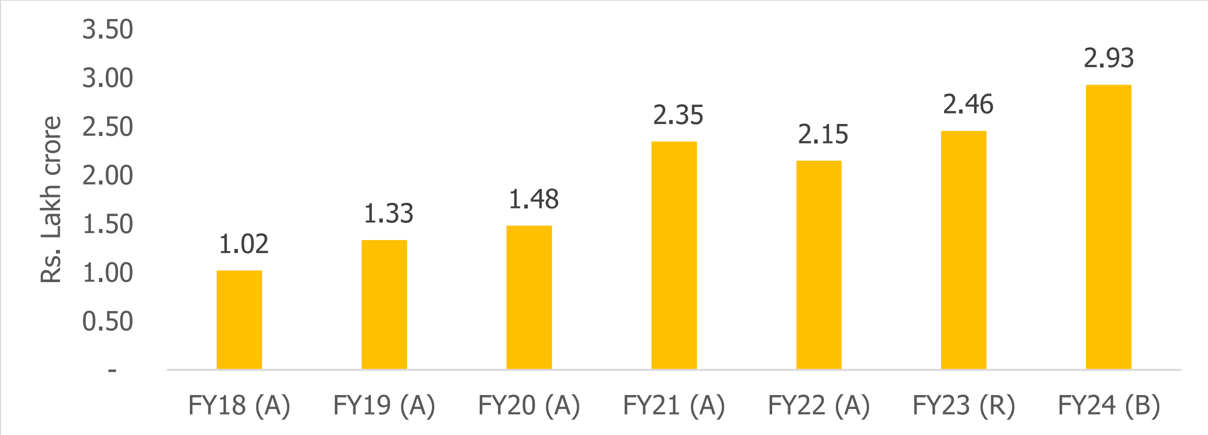
Furthermore, the automobile sector growth will be supported by electric vehicles (EVs) due to the increasing shift toward electric vehicles. In the Union Budget 2023-24, the allocation toward the FAME (Faster Adoption and Manufacturing of EVs) scheme has increased to Rs. 5,172 crore from Rs. 2,908 crore in the previous year. Moreover, the cut in customs duty on lithium-ion batteries from 21% to 13% will also result in more sales and accelerate the demand for EVs.

- **Growing Infrastructure for Railways**

As the infrastructure expenditure to GDP multiplier is estimated to be 2.5-3.5x, the government has identified infrastructure development as a key focus area to become a USD 5 trillion economy by 2026-27. To achieve this objective, the government launched the National Infrastructure Pipeline (NIP) in 2020, which identified a group of social and economic infrastructure projects to be implemented during FY20-25. The expected CapEx under NIP is USD 1.4 trillion with railways having an allocation of 12%. Railways are one of the key enablers for economic growth and an investment of USD 750 billion was suggested by the government in the Union Budget 2019-20 to improve the railway infrastructure over 2018-2030.

Accordingly, the budgetary allocation to Indian Railways has consistently been on the rise. The CapEx for Indian Railways has increased substantially from an annual average CapEx of Rs. 1.02 lakh crore during FY14 to Rs. 2.93 lakh crore allocated in the 2023-24 budget. This is the highest-ever allocation and an increase of 15% over the previous year's allocation.

Chart 55: Railways- Budget Allocation over the Years



Source: Budget Documents. Note: B – Budgeted, A – Actual, R – Revised and Includes Internal and Extra Budgetary Resources (IEBR)

- **Expansion of Metro Rail**

As of April 2023, about 860 Km of metro lines have been operationalised across 20 cities. The metro network, including regional rapid transit systems (RRTS), is proposed, to be expanded to 1,700 Km across 27 cities by 2025 and subsequently to 50 cities. The government is also proposing Metro Lite and Metro Neo lines suitable for smaller cities with lower peak traffic. Currently, approximately 2,500 coaches have been deployed in the operational metro lines roughly costing 32,500 Cr. 31 metro rail projects are under construction and 18 projects are under approval. As the operational metro lines are expected to increase by more than 2x over the next 4-5 years, domestic demand for metro rail rolling stock is expected to witness a significant increase.

- **Others**

The growth in demand for steel tubes or pipes will also be supported by transportation, capital goods (construction, electrical equipment, machine tools, industrial machinery, plant equipment, etc.), aircraft components, mining activities, and renewable energy projects. Further, it will also be driven by the export market, which has seen a steady increase in the past few years and contributes to the overall production in the industry discussed earlier in the 2nd chapter.

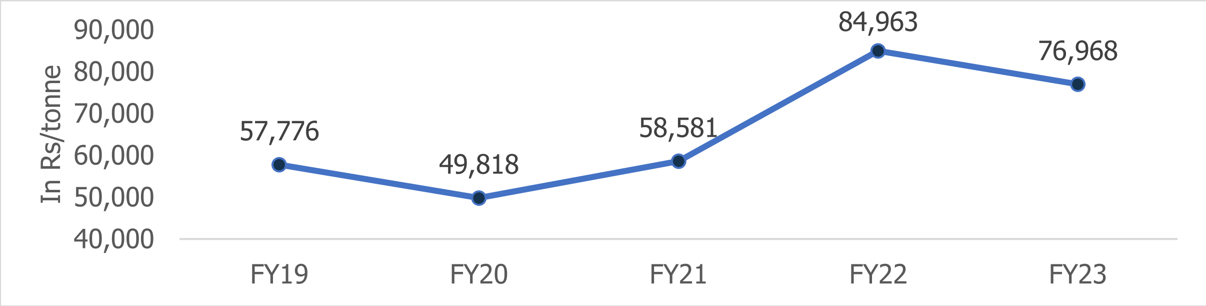
5 Challenges Faced by the Industry

- **Volatility in Steel Prices**

Raw materials such as stainless steel, mild steel, scrap steel, etc., are used in making steel tubes or pipes. The prices of steel have been volatile due to geopolitical tensions, weak international demand, and fluctuation in raw material costs, such as coking coal as discussed in earlier sections.

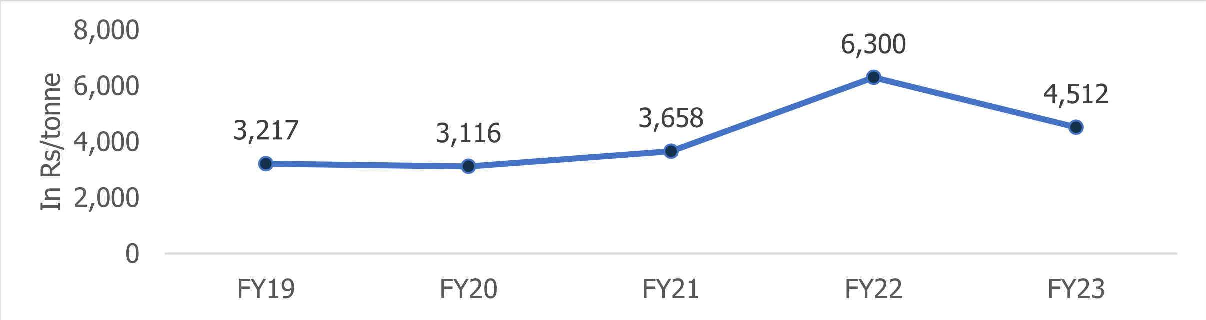
Further, volatility in steel prices could impact the input cost of steel tubes and pipe manufacturers. In case of a sharp correction in steel prices, players need to sell high-cost inventory at lower prices which temporarily impacts their margin. Further, if the prices remain high over a long period, the procurement from industries such as water infra, irrigation, etc., gets postponed, thereby impacting the demand.

Chart 56: Domestic Steel Prices



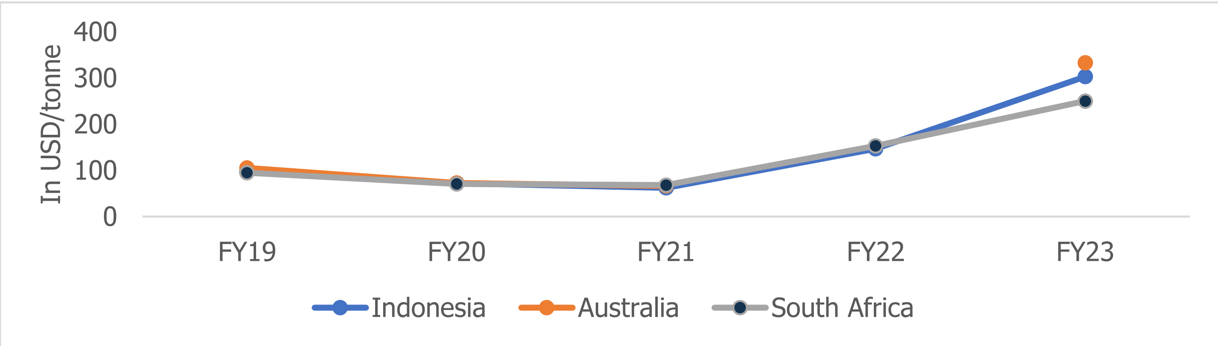
Source: CMIE

Chart 57: Iron Ore Prices



Source: CMIE

Chart 58: Coal Prices

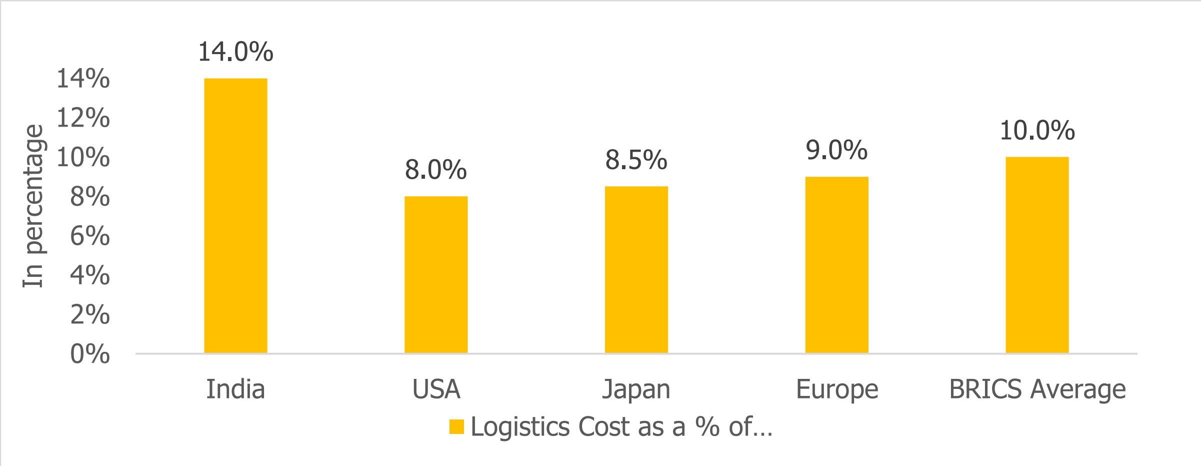


Source: CMIE

- **High Logistics Costs**

Logistics costs in India are significantly higher compared to global peers and account for about 14% of the GDP. The chart below shows the comparison of the share of logistics cost in GPD of India vs. developed economies.

Chart 59: Logistics Cost as a Share of GDP



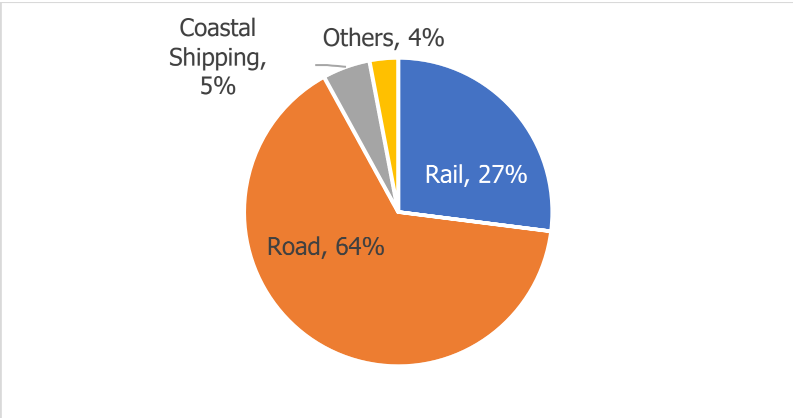
Source: Ministry of Railways, Report of the Committee on Mission 3000 million tonnes, Industry Sources

The logistics industry connects other industries to domestic and international markets. It affects the efficiency of the manufacturing global value chains and the competitiveness of a country's economy within these value chains.

Some of the reasons that can be attributed to the higher cost of logistics in India are:

- **Inter-Modal Mix is Skewed toward Road Transport:** The capacity of Indian railways is constrained and there are various challenges like rake availability and delays in rake placements. Road transport is preferred compared to railways despite it being a cheaper alternative. Road transport currently has a share of about 64% in the freight movement in the country.

Chart 60: Inter-modal Mix for Freight Movement in India as of FY22



Source: National Railway Plan

- **Inefficient Transport Vehicles:** India has a fleet of small and inefficient trucks. The highest capacity of trucks in India is between 16 tonnes and 25 tonnes. Whereas in countries like China, the trucks have 26-40T capacity.
- **Road Infrastructure Constraints:** Underdeveloped road infrastructure leads to inefficient movement of freight. Additionally, there is a lack of 4/6 lane roads, which further results in congestion across the key routes leading to an increase in costs.

The high cost of logistics adversely affects the global competitiveness of Indian steel tubes and pipe products.

- **Global Slowdown**

According to IMF, the global economic growth for CY23 is estimated at 3%, down from 3.5% in CY22, a de-growth of around 14%. This is largely because of the turbulence in the financial sector, geopolitical tensions, supply chain disruptions, tightening monetary policies, persistent inflation, and hikes in interest rates. The slowdown is expected to continue in CY24 and the growth rate for the same is projected at 2.9%.

The economic growth of key export destinations of steel tubes and pipes such as the USA and Canada is projected at 2.1% and 1.3% for CY23 as compared to 2.1% and 3.4% for CY22, respectively. Currently, the steel tubes and pipes industry exports around 16% of its production, which may be impacted owing to recession, inflationary pressures, supply chain disruptions, etc., across the world.

- **Decarbonisation and Environmental Concerns**

The Indian steel industry is responsible for roughly 12% of India's carbon dioxide (CO_2) emissions, surpassing the global average of 7-9%[5]. The emission intensity in the Indian steel industry stands at 2.55 T/TCS[6], while the global average emission intensity is 1.91 T/TCS.

India has committed to decrease the emissions intensity of its Gross Domestic Product (GDP) by 45% by 2030, compared to 2005 levels and achieve net zero by 2070. To support this target, the Ministry of Steel has committed to achieving Net Zero by 2070 and has taken a medium-term target to reduce the emission intensity of the steel sector to 2.4 T/TCS by 2030. These targets remain critical for steel industry players including steel pipes and tube manufacturers for reducing the emissions within the set timelines.

Further, emission reduction is vital for the industry to maintain its competitiveness in export markets since they are becoming increasingly environment-conscious. The recent implementation of the Carbon Border Adjustment Mechanism (CBAM) – a tariff on carbon-intensive imports, aimed at preventing carbon leakage commenced in October 2023 by the European Union (EU), is likely to impact the competitiveness in the global trade market. The first phase of CBAM will cover the iron & steel, cement, aluminium, fertilizer, electricity, and hydrogen sectors and the first reporting period for importers is 31st January 2024.

6 SWOT Analysis

Strength	Weakness
• Healthy expansion plans for the oil & gas pipeline infrastructure • Government thrust on infrastructure development • Increase in budgetary allocation toward infrastructure and railways • Government initiatives such as 'One Nation, One Gas Grid', 'Jal Jeevan Mission' and 'Pradhan Mantri Awas Yojana' • Healthy demand from end-user segments such as real estate, water infrastructure, automobiles, railways, capital goods, etc.	• High logistic costs • Recession fears and weak global demand may have an impact on export growth • Increasing environmental concerns over the carbon emissions from the steel industry
Opportunity	**Threat**
• Government focus on increasing the natural gas infrastructure • Expansion of water infrastructure in India as the majority of households lack access to safe water on a daily basis	• Volatility in steel prices could affect the profitability of the business • Persistent inflation may result in low demand for products and cause delays in project execution

[5] https://worldsteel.org/publications/policy-papers/climate-change-policy-paper/#:~:text=In%202020%2C%20on%20average%2C%20every,between%207%25%20and%209%25.

[6] Tonne of CO2 equivalent per tonne of crude steel

• Significant capacity additions in power generation are expected over the next 7-8 years, including renewable resources	

7 Competitive Analysis of Key Listed Players

7.1 Surya Roshni Ltd (SRL)

- SRL manufactures steel tubes and pipes. It was incorporated in 1973 and currently has 6 manufacturing facilities in India (Haryana, Madhya Pradesh, Gujarat, and Andhra Pradesh), more than 250 distributors, and over 21,000 dealers.
- The different types of products manufactured by the company are Pipes - Structural, GI, API Grade & Spiral, Black and CR Strips widely used across different sectors such as agriculture, oil & gas, water transportation, construction, auto and infrastructure. The current installed capacity stands at 12.76 lac MTPA.
- The company exports its products to more than 50 countries.
- It is planning to set up an expansion project to manufacture GP and CR coils/pipe with an outlay of Rs. 75 crores at Hindupur, Andhra Pradesh.

Financial Profile (Consolidated)

Particulars	FY21	FY22	FY23	H1 FY23	H1 FY24	Y-o-Y (%)
Revenue (Rs. Crore)	5,561.4	7,730.8	7,996.7	3,824.1	3,791.0	-0.9%
EBITDA Margin (%)	6.9%	5.8%	7.7%	5.3%	6.7%	27.5%
PAT (Rs. Crore)	158.3	204.9	335.5	90.3	135.1	49.7%
PAT Margin (%)	2.8%	2.7%	4.2%	2.4%	3.6%	51.0%

Source: Company's disclosures

7.2 Salasar Techno Engineering Limited (STEL)

- STEL was incorporated in 2006 and caters to a wide range of industries in the field of steel fabrication, infrastructure development, designing, and manufacturing of telecom towers, railway & electricity transmission EPC projects, and heavy steel structures.
- The company has three manufacturing facilities located in Uttar Pradesh having an installed capacity of 1,15,000 MTPA.
- STEL currently provides its services to over 25+ and a few export destinations include West Africa, East Africa, Central Africa, the Philippines, Saudi Arabia, Nepal, Myanmar, etc.
- It is planning to expand its manufacturing capacity in order to expand its product portfolio by setting up a steel galvanization plant in Uttar Pradesh and commencing operations in Chhattisgarh under the heavy steel structure division.

Financial Profile (Consolidated)

Particulars	FY21	FY22	FY23	H1 FY23	H1 FY24	Y-o-Y (%)
Revenue (Rs. Crore)	596.6	718.9	1,004.9	469.4	537.2	14.4%
EBITDA Margin (%)	11.3%	9.9%	9.3%	8.2%	9.2%	11.8%
PAT (Rs. Crore)	29.9	31.5	40.3	14.8	19.2	29.5%
PAT Margin (%)	5.0%	4.4%	4.0%	3.2%	3.6%	13.1%

Source: Company's disclosures

7.3 HariOm Pipes Industries Limited

- HariOm Pipes Industries Ltd was incorporated on June 21, 2007. It is a steel and steel pipes manufacturer in Southern India and has recently spread its distribution to Western India establishing its presence in 5 states, Maharashtra, Telangana, Andhra Pradesh, Karnataka, and Tamil Nadu.
- The key products manufactured by the company are Sponge iron, MS billets, HR strips, MS tubes & pipes, and scaffolding.

- The manufacturing plants of the company are located in Telangana and Andhra Pradesh and the current installed capacity of both plants is 7,01,232 MTPA.

Financial Profile (Standalone)

Particulars	FY21	FY22	FY23	H1 FY23	H1 FY24	Y-o-Y (%)
Revenue (Rs. Crore)	254.1	430.6	643.7	269.4	542.3	101.3%
EBITDA Margin (%)	13.8%	13.7%	12.8%	12.1%	12.2%	0.7%
PAT (Rs. Crore)	15.1	32.0	46.2	18.8	30.2	60.7%
PAT Margin (%)	6.0%	7.4%	7.2%	7.0%	5.6%	-20.2%

Source: Company's disclosures

7.4 Man Industries (India) Ltd

- Man Industries (India) Ltd, established in 1988, is a manufacturer and exporter in the steel pipes industry, specializing in the production and coating of large-diameter Carbon Steel SAW pipes used for various high-pressure transmission applications for the oil & gas, petrochemicals, water, dredging & fertilizers, hydro-carbon, and CGD sectors.
- The company has three manufacturing plants with 2 plants located in Gujarat having 2 LSAW line Pipe units and 2 HSAW Line Pipe units, 1 ERW unit along with various types of Anti-Corrosion Coating Systems, and 1 plant in Madhya Pradesh. The total installed capacity of these plants is 1.15 million+ MTPA.
- The company has plans to diversify its business into seamless stainless-steel pipe and expand its capacity to 11,45,000 in FY24 in its existing facility in Gujarat.

Financial Profile (Consolidated)

Particulars	FY21	FY22	FY23	H1 FY23	H1 FY24	Y-o-Y (%)
Revenue (Rs. Crore)	2,080.2	2,138.6	2,231.3	975.6	1,498.5	53.6%
EBITDA Margin (%)	11.3%	10.2%	7.9%	5.3%	9.4%	77.3%
PAT (Rs. Crore)	100.8	101.6	68.0	4.8	50.4	961.7%
PAT Margin (%)	4.8%	4.7%	3.0%	0.5%	3.4%	591.2%

Source: Company's disclosures

7.5 Good Luck India Limited

- Good Luck India Ltd was founded on November 06, 1986. It manufactures a wide range of engineering structures, precision/auto tubes, forging for defence and aerospace, CR products, and GI pipes.
- The company's products are used across various sectors such as infra, high-speed railway, specialized infrastructure, solar, and aerospace & defence components.
- The key products manufactured by the company are galvanized & cold rolled coils/sheets, galvanized & black steel tubes & hollow sections, forgings & flanges, cold drawn welded & precision tubes, engineering fabricated structures, girders, boiler support structures, pipe rack structures, chimney structures and secondary support structures, and other cold rolled value-added products.
- The manufacturing facilities are located in Uttar Pradesh and Gujarat and the current installed capacity of the combined plants are 4,12,000 MTPA.

Financial Profile (Consolidated)

Particulars	FY21	FY22	FY23	H1 FY23	H1 FY24	Y-o-Y (%)
Revenue (Rs. Crore)	1,572.1	2,613.2	3,072.0	1,583.9	1,721.8	8.7%
EBITDA Margin (%)	7.8%	7.2%	7.1%	6.7%	8.4%	26.1%
PAT (Rs. Crore)	30.0	75.0	87.8	41.4	63.3	52.7%
PAT Margin (%)	1.9%	2.9%	2.9%	2.6%	3.7%	40.5%

Source: Company's disclosures

7.6 Ramkrishna Forgings Ltd (RFL)

- RFL was incorporated on November 12, 1981, and is a manufacturer and supplier of open and closed die forgings of carbon and alloy steel, micro-alloy steel and stainless-steel forgings which can be supplied in Forged + Heat Treated + Machined and Fully assembled condition as per the customer's requirement.
- The company has six manufacturing facilities situated in Jharkhand and West Bengal and the current installed capacity of all the plants is 2,10,900 T.
- The company is also planning to set up a new forging press line of 8,000T and a cold Forging Press line in 2024 which will further increase the capacity to 3,08,400T.

Financial Profile (Consolidated)

Particulars	FY21	FY22	FY23	H1 FY23	H1 FY24	Y-o-Y (%)
Revenue (Rs. Crore)	1,288.9	2,320.2	3,192.9	1,523.8	1,873.8	23.0%
EBITDA Margin (%)	17.7%	22.3%	21.8%	21.4%	21.7%	1.1%
PAT (Rs. Crore)	20.7	198.0	248.1	118.6	160.7	35.5%
PAT Margin (%)	1.6%	8.5%	7.8%	7.8%	8.6%	10.2%

Source: Company's disclosures

8 Regulatory Policies/ Government Initiatives

Measures to enhance domestic production, availability of raw materials, and promote trade competitiveness

Anti-Dumping Duty:

- In December 2022, the Indian government imposed an anti-dumping duty on stainless steel seamless tubes and pipes from China which is the top exporting country for India with a share of 60% in total imports, to protect the domestic players.
- In October 2021, a notification was passed by the Ministry of Finance, Government of India, based on the recommendation made by the Directorate General of Trade Remedies (DGTR) to extend the anti-dumping duty on stainless steel seamless tubes and pipes from China for a period of 5 years.
- The customs duty was placed on stainless-steel seamless tubes and pipes of diameter up to and including 6 NPS, or comparable thereof in other units of measurement, whether manufactured using a hot extrusion process or hot piercing process and whether sold as hot finished or cold finished pipes and tubes, including subject goods imported in the form of defectives, non-prime or secondary grades originating in or exported from China.
- The duties levied on the products are in range from USD 114 to USD 3,801 per tonne.
- This act became effective because of the continuous and massive dumping of goods from the importing country despite the duties in effect and affected the domestic market.

Domestically Manufactured Iron & Steel Products (DMI&SP):

- Domestically Manufactured Iron & Steel Products (DMI&SP) are those iron and steel products manufactured by entities registered and established in India, including in Special Economic Zones (SEZs). In addition, such products shall meet the criteria of domestic minimum value-addition.
- On 8th May 2017, the policy was approved by the government which mandates to provide preference to DMI&SP, in Government Procurement in which a minimum value addition of 15% has taken place domestically. This has been revised to 20% in the revised policy dated 31 December 2020.
- The policy is intended to encourage domestic production and consumption of steel and import substitution and promote growth in the industry.

Quality Control Order on Steel:

- The Ministry of Steel has introduced a Steel Quality Control Order (QCO), thereby banning sub-standard/defective steel products from the domestic market alongside imports to ensure the availability of quality steel to the industry, users, and the public at large.

- This measure is taken to enhance the availability of quality steel to the users. According to the Order, it is ensured that only quality steel conforming to the relevant BIS standards is made available to the end users.
- As of March 2023, the QCO covers 145 categories of steel and steel products including carbon steel, alloy steel, and stainless steel. In addition, goods & articles made up of steel such as stainless-steel pipe & tubes, laminations/ cores of transformers, products of tin plate & tin-free steel, etc., have been notified to prevent circumvention of the Steel Quality Control Order.

National Steel Policy (NSP), 2017:

- NSP was introduced in 2017 with the objective to increase domestic steel production and consumption, produce high-quality steel, and increase India's competitiveness globally. It also focuses on cost efficiency, raw material availability, and research & development to achieve the overall objectives laid out under the policy.

  The mission defined under NSP, 2017 is as below:

  - Self-sufficiency in steel production by providing policy support & guidance to private manufacturers, MSME steel producers, and CPSEs and encouraging adequate capacity additions
  - Development of globally competitive steel manufacturing capabilities
  - Cost-efficient production and domestic availability of iron ore, coking coal, and natural gas
  - Facilitate investment in overseas asset acquisitions of raw materials
  - Enhance domestic steel demand

Table 6: Target Set Under the NSP, 2017

Parameter	Projections (FY31)
Total crude steel capacity (in MTPA)	300
Total crude steel demand/production (in MTPA)	255
Total finished steel demand/production (in MTPA)	230
Sponge iron demand/production (in MTPA)	80
Pig iron demand/ production (in MTPA)	17
Per Capita Finished Steel Consumption (in kg)	160

Source: Ministry of Steel

Atma Nirbhar Bharat Policy:

- Government initiatives such as Make in India and Atma Nirbhar Bharat which consist of 5 pillars (Economy, Infrastructure, System, Vibrant Demography, and Demand) have been playing a significant role in economic development.
- In the steel tubes and pipes sector, the demand for seamless and ERW pipe sectors is increasing due to these policies. According to this policy, any purchases made by PSUs must include at least 35% local value addition in the supply of pipes. This will eventually support domestic manufacturers in the country.
- Under this policy, a stimulus of Rs. 20 lakh crore was announced by the government to aid the country's fight against COVID-19.

Production Linked Incentive (PLI) Scheme:

- To enhance the manufacturing capabilities and export market, the government launched the Production Linked Incentive (PLI) Scheme for specialty steel under the Ministry of Steel in July 2021 with a budgetary outlay of Rs. 6,322 crores.
- India is dependent on specialty steel as it is used in automobiles, defence, railways, space, power, and renewable energy. The usage of this steel goes into the manufacturing of tubes and pipes, due to its properties such as heat resistance and corrosion resistance.
- The scheme covering specialty steel grades is applicable for the following product segments below:

  i. Coated/Plated Steel Products
  ii. High Strength/ Wear-resistant Steel

iii. Specialty Rails
iv. Alloy Steel Products and Steel wires
v. Electrical Steel

- PLI is expected to boost the production of the above products in domestic industry and reduce the dependency on imports. This will not only ensure import substitution of goods but also encourage a growth in the exports.
- Through this scheme, the production of specialty steel grade is estimated to grow more than double by FY27 to 42.2 MT from 17.6 MT in FY20, an increase of 140%.
- This incentive scheme is also expected to attract investments of about Rs.39,625 crore by FY30 in specialty steel.

India's Carbon Emission Reduction Targets:

- During the 26th session of the Conference of the Parties (COP26) to the United Nations Framework Convention on Climate Change (UNFCCC), which was held in Glasgow, the United Kingdom. India proposed its targets for the country's transition to a clean and climate-resilient economy and is expected to bring investment and new technologies for the same.
  The climate action plans include 5 nectar elements (Panchamrit):
  i. To reach 500GW Non-fossil energy capacity by 2030
  ii. To utilize 50% of its energy requirements from renewable energy by 2030
  iii. To reduce the total projected carbon emissions by 1 billion tonne by 2030
  iv. To reduce the carbon intensity of the economy by 45% by 2030, over 2005 levels
  v. To achieve the target of net zero emissions by 2070

Programmes/Initiatives taken by the Government to aid the End-User Industries' Growth

- **Pradhan Mantri Awas Yojana (PMAY)**

The Pradhan Mantri Awas Yojana (PMAY) was introduced as part of the 'Housing for All' initiative with the objective of facilitating the provision of affordable housing at a reduced cost by the deadline of December 2024. It offers various forms of support to different income groups, including interest subsidies on home loans, financial assistance for self-construction, public-private partnerships for affordable housing projects, and slum redevelopment initiatives.

The scheme also promotes the use of innovative construction technologies and the development of affordable rental housing complexes. PMAY embodies the government's commitment to ensuring housing for all and improving living conditions for people across the country.

In the Union Budget 2023-24, the government allocated Rs. 79,590 crores towards this scheme, an increase of 3% y-o-y. Under the PMAY-Urban scheme, pucca houses are provided to individuals falling within the Economically Weaker Sections/Low Income Group (EWS/LIG) and Middle-Income Group (MIG) categories, including slum dwellers. As of 20th November 2023, approximately 78.15 lakh houses have been completed, around 113.42 lakh houses have commenced construction, and approximately 118.63 lakh houses have received official sanction.

The PMAY-Gramin scheme aims to offer pucca houses to rural individuals lacking shelter or residing in kutcha (temporary) and dilapidated housing structures. As of 30th November 2023, a total of 250.18 lakh houses have been completed, indicating an 85% achievement rate in relation to the Ministry of Rural Development's (MoRD) target of 295 lakh houses.

- **Jal Jeevan Mission**

Jal Jeevan Mission is an initiative taken by the Government with the objective of providing safe and adequate drinking water through individual household tap connections by 2024 to all households in rural India. The programme will also focus on source sustainability measures as mandatory elements, such as recharge and reuse through greywater management, water conservation, and rainwater harvesting.

The main objectives of the programme are:

- To provide FHTC (Functional Household Tap Connection) to every rural household
- To prioritize the provision of FHTCs in quality-affected areas, villages in drought-prone and desert areas, Sansad Adarsh Gram Yojana (SAGY) villages, etc.
- To provide functional tap connection to Schools, Anganwadi centres, GP buildings, Health centres, wellness centres and community buildings
- To monitor the functionality of tap connections
- To promote and ensure voluntary ownership among the local community by way of contribution in cash, kind and/ or labour, and voluntary labour (shramdaan)
- To assist in ensuring the sustainability of the water supply system, i.e., water source, water supply infrastructure, and funds for regular O&M
- To empower and develop human resources in the sector such that the demands of construction, plumbing, electrical, water quality management, water treatment, catchment protection, O&M, etc., are taken care of in short and long-term
- To bring awareness on various aspects and significance of safe drinking water and involvement of stakeholders in a manner that makes water everyone's business

The nation has been successful in providing tap connections to around 65% of rural households in the past 4.3 years. This program has already connected taps to more than 19.2 crore rural households and established 13.7 crore rural household tap connections within a span of 4.3 years. The mission has always seen a consistent allocation in budget every year. In the Union budget 2023-24, the allocation towards this scheme has increased by Rs. 15,000 to Rs. 70,000 crore as compared to the previous budget 2022-23.

- **One Nation, One Gas Grid Project**

The main objective of the Indian government to focus on developing the natural gas infrastructure in the country and to implement the "One Nation One Gas Grid" is to increase the share of natural gas in the primary energy mix. As of 30th June 2023, the Petroleum and Natural Gas Regulatory Board (PNGRB) has authorized a 33,363 km natural gas pipeline network for the development of pipelines across the country. Out of this, 22,191 km of natural gas pipelines were operational and a total of 11,171 km length of pipelines were under construction. The projects are being undertaken as per the timelines approved by PNGRB.

OUR BUSINESS

Before making an investment in the Equity Shares, this section should be read in conjunction with the sections entitled “Risk Factors”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Statements” on pages 51, 116, 90 and 269, respectively. This Placement Document contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including considerations described below and in the section titled "Forward-Looking Statements" on page 20.

Unless otherwise stated, references in this section to “our Company”, “we”, “us”, or “our” (including in the context of any financial or operational information) are to Goodluck India Limited and our Subsidiaries on a consolidated basis.

Our fiscal year ends on March 31 of each year. Accordingly, references to a “Fiscal” year are to the 12-month period ended March 31 of the relevant year. The financial information included in this section for Fiscal 2023, Fiscal 2022 and Fiscal 2021 have been extracted from our Audited Consolidated Financial Statements beginning on page 269.

Unless otherwise indicated, industry and market data used in this section have been derived from the Industry report titled “Engineering Steel products: Industry Trends, Share, Growth, Opportunity and Forecast 2023- 2028” dated December, 2023 (the “Care Edge Report”) prepared and released by CARE Analytics and Advisory Private Limited and commissioned and paid by our Company in connection with the Issue. Unless otherwise indicated, all financial, operational, industry and other related information derived from the industry Report and included herein with respect to any particular year refers to such information for the relevant calendar year. Also see, “Presentation of Financial Information and Other Conventions” on page 15.

OVERVIEW

Originally, our company was incorporated as 'Good Luck Steel Tubes Private Limited, on November 06, 1986, a Private Limited Company under the Companies Act, 1956, following a certificate of incorporation issued by the Registrar of Companies, Kanpur. In 1994, the company underwent a conversion from private to public limited dated September 30, 1994 Following this, on July 3, 1995, our company was listed on the stock exchange through a public issue of shares. Subsequently, the name of our company was changed to Goodluck India Limited, pursuant to Shareholders Resolution dated June 10, 2016.

Goodluck, a group founded by IIT alumni with 37 years of experience, specializes in manufacturing and exporting a diverse range of products, including Electric Resistance Welded (ERW), Precision & Cold Drawn Welded (CDW) Tubes, Forged Flanges, and Custom Forgings, Heavy Engineering Structure, Power & Telecom Towers, Solar Structures, ERW Hot Dip Galvanized Pipes, Black Pipes, Black & GI Hollow Sections, CR Coils, Cold Rolled Close Annealed (CRCA), Road Safety Product Galvanized Plain & Corrugated Sheets. Established three decades ago, the company has established itself as a pioneering and rapidly advancing presence in the Steel Industry through its innovative and progressive approach. As an ISO-9001, AS 9100D, IATF-16949, ISO-14001 & OH&SMS-45001 & CE certified organization, Goodluck takes pride in maintaining elevated standards of quality and excellence.

Goodluck India Limited is manufacturer, producer, and distributor of all kinds of tubes, pipes, pipe fittings, and all kinds of items whether made of steel, alloys, galvanised or black welded or any other metal (ferrous or non-ferrous) or substance or material, to act as and/or carry on the business of galvenisers, jappaners, rerolles, annealors, enamellers, electroplaters and to manufacture, produce, process, design, repair, convert buy, sell import, export, or otherwise deal in such products, their bye-products and commodities, raw materials stores, packing materials tools plant and machineries whether in India or abroad and to set up steel furnaces and continuous casting and hot and cold rolling mill plants for producing ferrous and non-ferrous metals, alloy steel, steel ingots and billets of all kinds and all sizes of Iron and steel re-rolled sections i.e., Flats, Angles, Rounds, Squares, Rails, Joists, Channels, Slabs, Strips, Sheets, Plates, and cold twisted bars and forging and casting of steel, and special steel, alloys and ferrous and non-ferrous metals auto parts, tools and implements, dies, jigs, cast Iron and steel and tubular structurals.

We also specialize in providing Telecommunication & Transmission Tower and Structures Leveraging on advanced manufacturing facilities and engineering expertise, we have been successfully catering to the needs of clients from public sector, Private Sector OEMs and Central & State Government Departments.

Our team of scrupulous quality control professionals strictly monitor every stage of production to ensure international standards of quality. In addition, we also offer third party inspections from reputed agencies, before the products are dispatched at the client's end.

We have grown leaps and bounds under the aegis of our mentor Mr. Mahesh Chandra Garg. His rich industry experience and entrepreneurial zeal have enabled us to surge ahead in the competitive market. Today, we have successfully garnered the trust of most reputed global clients from across 100 countries of the globe since inception.

Our outstanding products and services have transcended geographical boundaries, establishing a robust presence in 100 countries worldwide. We have expanded our global outreach by fostering a well-connected network of stockholders, distributors, and agents. Our export operations cover regions including Europe, North and South America, Australia, the Middle East, Southeast Asia, and Africa.

Global Presence

The map below shows the location of our manufacturing plants, warehouses and export market.

We are operating in following diverse areas

Automotive Excellence: We are specialized in the precision crafting of components for the automotive industry, our portfolio includes frames, forks, shock absorbers, and hydraulic line tubing. We stand out in the market as reliable suppliers of chains tailored for applications across the automotive, industrial, and boiler sectors. In the automotive domain, we offer a diverse array of tubes designed for two/three-wheelers, cars, LCVs, HCVs, and chassis. Our dedication extends to providing essential components crucial for various automotive applications, such as bus body building main beam tubes, automobile axle tubes, and hydraulic cylinder tubes. Additionally, we play a pivotal role in supplying critical parts including propeller shafts, steering columns, tie rods, drag links, and exhaust tubes. Our specialized solutions feature aluminized tubes and hydraulic line tubing, meticulously tailored for the specific requirements of two-wheelers. Committed to precision, reliability, and versatility, our products serve as integral components in the automotive industry's essential systems.

Oil and Gas Expertise: With a specialization in manufacturing flanges and forged products, we cater to the distinctive requirements of the oil and gas industry. Additionally, our commitment extends to meeting the unique demands of the defence and aerospace sectors, delivering precision and quality in every product.

Infrastructure and Power Solutions: Playing a significant role in infrastructure and power projects, we bring innovation to tube applications, offering reliable and efficient solutions for diverse infrastructure requirements.

Cutting-Edge Heat Management: Pioneering the production of boiler heat exchangers across diverse industries, we ensure optimal heat exchange solutions for the chemical, sugar, paper, and process sectors.

For the detail of our business please visit to our website: www.goodluckindia.com.

PROMOTER

Our Promoter, Mr. Mahesh Chandra Garg is the first-generation entrepreneur, and have a rich experience of more than five decades in mild steel and stainless-steel welded pipes and tubes industry in addition to expertise in marketing, procurement, finance, accounting and leadership quality. Our management team is backed by a core operational team that has vast experience in manufacturing and also has the required technical know-how to manufacture the products which our Company is catering to.

KEY FINANCIAL INFORMATION

Set forth below is certain of our key financial information on a consolidated basis:

(Rs. In Lakh, except percentage and Ratios)

Particulars	Year ended March 31st 2023	Year ended March 31st 2022	Year ended March 31st 2021
Revenue from Operations(1)	3,04,798	2,57,772	1,57,212
Total Revenue(2)	3,08,680	2,61,710	1,57,800
EBITDA(3)	21,915	18,688	12,237
EBITDA Margin (%)(4)	7.09%	7.14%	7.75%
PAT	8,780	7,500	3,005
PAT Margin(5)	2.84%	2.87%	1.91%
Operating cash flow	6488.75	7775.31	4310.73
Net worth(6)	62001.13	46591.92	38343.94
Net Debt(7)	58,574.24	57,722.62	52,376.42
Debt Equity Ratio(8)	0.96	1.27	1.39
ROCE (%)(9)	17.04%	17.13%	8.97%
ROE (%)(10)	16.17%	17.66%	8.24%

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

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

(3) EBITDA is calculated as the sum of (i) profit for the year (ii) total tax expenses, (iii) finance costs and (iv) depreciation and amortization expenses

(4) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

(5) PAT Margin' is calculated as PAT for the period/year divided by revenue from operations

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

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

(8) Debt equity ratio means ratio of total debt (long term plus short-term including current maturity of long-term debt) and total equity.
(9) Return on Capital Employed is calculated as earnings before interest and tax divided by Average Capital Employed.
(10) Return on Equity is calculated as dividing profit after tax by average equity.

History and Development

Set out below are the key events in our Company's history:

Year	Particulars
1986	Incorporation of our Company as Good Luck Steel Tubes Private Limited & Commencement of business.
1987	First Planned Commissioned at Sikandrabad (Uttar Pradesh)
1994	Our Company is converted from Private to Public Limited as Good Luck Steel Tubes Limited
1995	Initial Public Offering and Listing on BSE Limited
1997	Capacity Enhancement to 50000 MTPA
2003	Turnover Crossed Rs. 1500 Million
2006	Our Company commissioned its first forging plant at Dadri (Uttar Pradesh)
2007	First plant commissioned for ERW/CDW Precision Tubes at Sikandrabad, UP
2009	Turnover Crossed Rs. 5,000 Million
2013	Turnover Crossed Rs. 10,000 Million
2014	Commissioned another plant for ERW/CDW Precision Tubes at Sikandrabad (Uttar Pradesh) Unit-II
2015	Expanded Engineering structured products to high growth sectors like solar and railways
2016	Company changed its name to Goodluck India Limited
2018	Commissioned new Plant for ERW Precision Tubes at Kutchch Gujarat
2020	Obtained approval from RDSO* for Kutchch Plant –Sikandrabad plant already approved
2021	Awarded Letter of Intent (LOI) by L&T for High-Speed Railway Project -worth over Rs. 198 crore for supply and fabrication of Special bridges & Enhanced Capacity for Precision Tubes
2022	Added new machinery -increase capacity of forging single piece to 14,000 Kgs and total capacity per annum to 30,000 MT
2023	Incorporated a wholly owned subsidiary, Goodluck Defence and Aerospace Pvt Ltd to strengthen presence in defence sector exclusively

**RDSO –Research Design and Standards Organisation (Ministry of Railways)*

OUR STRENGTHS

We believe that we possess a number of competitive strengths, which enable us to successfully execute our business strategies, including the following:

10. High Growth Industries and Catering to Marquee Clients across world:

Dedicated to excellence, our company takes pride in catering to Marquee Clients across the world. Our commitment to quality and innovation has positioned us as a preferred choice for esteemed clients globally. Through a relentless pursuit of perfection, we have forged valuable partnerships with industry leaders, delivering tailored solutions that meet the exacting standards of our prestigious clientele. Our success is underscored by the trust and satisfaction of these Marquee Clients who recognize our unwavering dedication to delivering top-notch products and services. As a global player, we understand the diverse needs of our clients and continually strive to exceed expectations, solidifying our reputation as a trusted partner in their success.

Our leadership position coupled with our long-term relationships and ongoing active engagements with customers allow us to plan our capital expenditure well in advance as well as benefit from increasing economies of scale and strong purchasing power for raw materials. Our customer relationships have also helped us expand our product offerings and geographic reach. We export our products to more than 100 countries since incorporation. In the Fiscal 2023, Fiscal 2022 and Fiscal 2021, 30.37%, 41.12% and 30.25%, respectively, of our consolidated revenue from operations were from exports. Our diversified global customer base assists us in reducing our geographic dependence, which helps in mitigating the effects of economic and industry-specific cycles.

We believe our speedy execution and timely response to customer needs, coupled with our high-quality products and innovation have enabled us to successfully establish our market presence and nurtured our customer relationships. Further, our long-term relationships with marquee customers provides us with steady revenue flows

11. **Capacity Addition in high Value Added Product (VAP) and presents a diverse product range coupled with a high degree of customization.**

Precision Tubes: GLIL is the auto grade Precision Steel Tube manufacturer with currently capacity of 80 KTPA. With strong traction from domestic and global auto OEMs, the Company is setting up 50 KTPA capacity in Precision Tubes segment.

Forging: The Company added a fully automatic metal press unit in the previous fiscal year. This enabled it to improve its single piece press capacity to 14 tonnes. With the addition of this unit with capex, the Company's total forging capacity will nearly treble at 30 KTPA, up from 12 KTPA earlier, thus enabling volume growth. This is also helping the Company gain good traction on high-value export orders. Given the management's technical expertise and legacy of delivering critical components, the Company is also working on entering new areas of sub-sea forged components.

The Goodluck India Limited is Specializing in flanges and forged products for the oil and gas industry and meeting the unique demands of the oil and gas, defense and aerospace sector with precision and quality.

As we envision a robust future, our steadfast focus will remain on capacity addition within high VAP segments and value addition across the high volume low margin GI pipe business. By capitalising on our strengths and delivering superior products, we will continue to power growth while optimising returns to all our stakeholders.

12. **Strategically focusing on High Margin Value Added Products and high growth sectors like Auto, Solar, Railways and Defence**

capitalise on our strength in supplying high quality material to Defence & Aerospace, Oil & Gas and Railways, among others. Our Company has entered large scale fabrication of over bridges and cross over bridges and completed Railway over bridges/Road Bridges to tune of 30,000 MT in last 3 years.

Solar panel require steel structures which involve pipe structures which are galvanized with wide use of purlin, our Company is provider of structural solutions to Solar Power Sector and has supplied products to major solar projects -already working with big conglomerates, like NTPC and Tata.

As infrastructure spending gathers momentum, our broader vision of 'Steel-ing the Future. Powering Progress.' led us towards a remarkable year with significant increase in scale of operations, healthy order book, sustained operating margins and an impressive growth in value and volume. We branch out through new growth drivers, our steadfast focus will remain on expanding capacities in high value-added products to enhance margin, focussing on value-added products to drive big volumes, low margin GI pipe business and strengthening exports across European and North American geographies.

Contributing to infrastructure and power projects with innovative tube applications, which provides reliable and efficient solutions for various infrastructure needs. Further, we are also diversifying into related business segments to expand market share in renewable energy, road safety and infrastructure (railways and highways) segments and enhance visibility in newer market areas. As we achieve this, we continue to underscore our commitment to reduce carbon footprint and contribute to Net Zero.

13. Cost Competitiveness

One of the key focus areas for the Company has been ensuring cost competitiveness, which is also the reason we have invested in data and technology services. Proximity to the ports further strengthens our cost competitiveness as the time and money spent on logistics is efficient. Both the essentials and the specialty products have common raw materials and that further adds to our cost competitive advantage along with the cogeneration power plant that we operate. Lastly, given the large capacity that we operate, we have significant economies of scale. All these factors, and our focus on operational excellence enable us to be cost competitive in the markets in which we operate.

Our conversion efficiencies have been strong and maintained consistently helping in consistent contribution margin maintenance throughout business cycles. This has also ensured robust Return on Capital Employed over business cycles.

The Company is also focusing on capacity addition in high value-added product segments, which will be helpful in generating high margins. This is aimed at expanding the EBITDA margins, which will also be achieved by optimising capital structure through cost reduction and realisation improvement. Further, the Company plans to continue to reshuffle its products and markets, as per the new marketing dynamics to enhance its profitability.

14. Focus on Environment, Health and Safety

Our business is focused on sustainability with an emphasis on environment, health and safety. We are mindful of the potential impact of our activities on the local environment and have set stringent environmental standards, which meet regulatory requirements. Across our manufacturing facilities, we have put in place quality systems that cover all areas of our business processes from manufacturing, supply chain to product delivery to ensure consistent quality, efficacy and safety of products. Our products adhere to global quality standards. Our products go through various quality checks at various stages including random sampling check and quality check internally. Many of our key customers have audited and approved our facilities and manufacturing processes in the past, which ensures that the regulator and our customers are able to confirm the continuance of quality of our facility and processes. In addition automation in the process, we distinguish our processes from conventional processes resulting in lower effluent generation.

We prioritize the health and safety of our employees and undertake several initiatives to promote employee health and quality of life. We work to ensure a safe and healthy workplace and provide our employees with the benefits, resources and flexibility to maintain and improve their wellness. At all sites, stringent safety measures have been implemented. Hazard and operability study and safety audits are conducted for all major products and safety inspections are instituted regularly along with periodic safety drills and pre-tests. In addition, we have digitalised all major processes. We also ensure appropriate personal protective equipment is provided to employees. Safety awareness is driven through safety campaigns and training.

15. Experienced Promoters and senior management team

Our Promoter, Mr. Mahesh Chandra Garg is a qualified professional with the experience of more than 5 decades in the Engineering Steel Products industry and have been instrumental in driving our growth since inception of our business. We believe that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future opportunities. A large number of our senior management personnel have worked with us for a significant period of time, resulting in effective operational coordination and continuity of business strategies. They have led the organization through acquisitions, development of new systems and components etc. For further details on education, experience and other details of our Board and our Key Managerial Personnel, kindly refer to the Section titled "Board of Directors and senior Management" beginning on page 189.

We run our business with the help of dedicated senior management teams. Our management team support has vast experience in project execution, industrial sales and marketing. We believe that the knowledge and experience of our promoters, along with our management, and our team of dedicated personnel, provide us with a significant competitive advantage as we seek to grow our existing markets and enter new geographic and product markets.

16. Integrated Manufacturing Facility

We do continuous endeavour to maintain the requisite infrastructure and technological up gradation for the smooth running of the manufacturing process as well as to cope with the changing market demand situation. There is a continuous change in the technology and the markets are very dynamic to the change in technology. We keep ourselves technologically upgraded with the latest machines and infrastructure. We have well equipped machinery in all the 6 Units.

We give utmost importance to technology and continuously invest in balancing equipment to increase our productivity and the latest technologies to enhance our competitiveness.

17. Stable Financial

Our Company maintains strong financial discipline and is regular in payment of banks interest/ instalments as well as creditors on time. Our company follows stringent financial policies. Our company has policy of having internal audits done from time to time to ensure that there is no margin of error.

Some highlights of the financials on a consolidated basis:

(Rs. In Lakh, except percentage and Ratios)

Particulars	Year ended March 31st 2023	Year ended March 31st 2022	Year ended March 31st 2021
Revenue from Operations	3,04,798	2,57,772	1,57,212
Total Revenue	3,08,680	2,61,710	1,57,800
EBITDA	21,915	18,688	12,237
EBITDA Margin (%)	7.09%	7.14%	7.75%
PAT	8,780	7,500	3,005
PAT Margin	2.84%	2.87%	1.91%

We strive to maintain a robust financial position with emphasis on having a strong balance sheet and value accretive growth. Our balance sheet and cash generating assets positive operating cash flows enables us to pursue opportunities for growth and better manage unanticipated cash flow variations. We have generated positive free cash flow every year on a consolidated basis. Our financial strength provides us a valuable competitive advantage over our competitors with access to financing, which are factors critical to our business. For further details on a comparative analysis of our financial position and revenue from operations, see the see the *"Management's Discussion and Analysis of Financial Position and Results of Operations"* on page 90.

18. Export of finished goods

We have exported our manufactured goods to the overseas customers in more than 100 Countries across the world since inception.

Details of exports on a consolidated basis are as under:

(Rs. In Lakh, except percentage and Ratios)

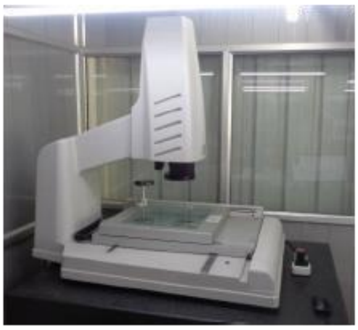
Particulars	Year ended March 31st 2023	Year ended March 31st 2022	Year ended March 31st 2021
Total Revenue from Operations	3,04,798	2,57,772	1,57,212
Export Sales	92,567.13	1,05,985.21	47560.16
Export as % of Total Revenue from Operations	30.37%	41.12%	30.25%

We believe that our diversified customer base provides us significant penetration in the market in which we operate and thereby hedges our business operations from potential sector specific risks, including but not limited to policy announcements, change in global markets and international relations etc.

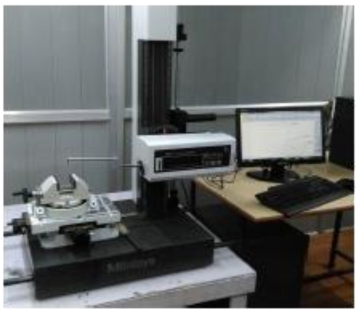
19. Fully Equipped Quality Testing Lab

We are having state of art fully equipped quality testing Lab which is verified by National Accreditation Board for Testing and Calibration Laboratories (NABL) Accreditation ISO / IEC 17025 which includes:

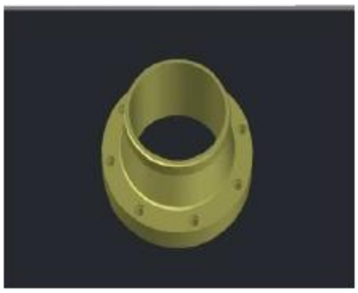
- In house CHEMICAL and MECHANICAL Labs
- Performs variety of examination in house to ensure products quality and meeting each customer's every expectations. NDT, MPP, impact and related various other stringent testing done in house.
- Special measuring machine VMM (Vision Measuring Machine) and Contracer (Contour Measuring System) for checking close dimensions in finished products having least count 0.1 Micron
- Spectro Analysis
- Impact Testing
- IGC Test
- Hot Tensile Test with 0.2% proof stress
- Radiation Checking Parameters
- 100 PMI for all products
- 100 Ultrasonic Testing
- Macro/Micro Structure
- 3rd Party Inspection option for 3.2 certification



VMM Inspection (Vision Measuring Machine)



Contracer (Contour Measuring System)



2D & 3D CAD Modelling

OUR STRATEGIES

Our key focus is to maintain our market leadership in India, while seeking to significantly expand our international business. In particular, we have adopted the following key business strategies:

6. **Sustainable and profitable growth with continuous improvement and innovation**

We are seeking to optimize our product mix to ensure our capacity focuses on existing and new value-added primary and derivative products. As an integral part of our continuing efforts targeted at ensuring cost efficiencies, we have undertaken a number of initiatives aimed at improving operational efficiencies and optimizing our manufacturing operations including reduction in lead-time in manufacturing processes, leveraging our sourcing networks to control raw material costs through bulk purchases, improving inventory management to optimize transportation costs and expedite raw materials procurement and product delivery, and controlling consumption and wastage through effective supervision of manufacturing processes. We intend to continue to improve the efficiency of our operations and reduce our cost base by taking advantage of our international presence and economies of scale as well as by targeting savings in our administrative, procurement and production processes.

Striving for sustainable and profitable growth, our manufacturing company is deeply committed to a path of continuous improvement and innovation. Sustainability is not just a goal but a fundamental principle that guides our operations. We are dedicated to minimizing our environmental impact through eco-friendly practices, resource optimization, and adopting renewable energy sources wherever possible. Simultaneously, our focus on profitability involves prudent financial management, cost efficiency, and strategic investments to ensure long-term financial health. At the heart of our success lies a culture of continuous improvement, where we constantly assess and refine our processes to enhance efficiency, reduce waste, and meet evolving market demands. Embracing innovation is ingrained in our ethos, as we explore cutting-edge technologies and creative solutions to stay ahead in the dynamic manufacturing landscape. Through this holistic approach, we aim to not only achieve sustainable and profitable growth but also set new benchmarks for excellence in our industry.

We intend to focus on further improving our operating levels by pivoting into newer grades and products. We intend to continue to focus on the vertical integration of our operations, which we believe will enable us to further streamline our production processes, achieve shorter development and delivery lead times, exercise significant control over key inputs and processes, enhance quality control and increase supply security. We also intend to enhance our research and development, and design capabilities which provide us with a competitive advantage with respect to quality, product development and cost, as well as to continuously explore sustainable cost improvement initiatives for our operations. In addition, we continue to introduce advanced technologies in order to improve operational efficiencies and work processes in our operations.

7. **Expand our manufacturing capacities**

The Company has 6 state-of-the-art manufacturing facilities, of which 4 are located at Sikandrabad and 1 is in Dadri in Uttar Pradesh, and 1 in Kutch, Gujarat. The structures for special steel bridges for Bullet Train project are being supplied from Kutch plant. The Company's total manufacturing capacity stands at 3,64,000 tonnes. During the year, it added 18,000 metric tonnes in the Forging division. With demand for products continuously rising, the Company is working on a capex plan to increase its capacity to 50,000 tonnes per annum, which is expected to be operational by Q1-FY2025.

We are the auto grade precision steel tube manufacturer in India with a capacity of 80 KTPA, which is already running at over 90% capacity utilisation. Another unit is being set up near the existing plant at Sikandrabad with 50 KTPA capacity, which is scheduled to be commissioned by Q1-FY2025. It supplies tubes to major automotive segments such as 4-wheeler passenger cars, commercial vehicles and 2-wheelers. The Company is seeing traction from automotive OEMs and is a preferred Category-2 supplier to overseas clients.

We are specialised in steel, duplex, carbon, alloy steel forgings and flanges supplied in more than 100 grade products. The Company also supplies material to various prestigious programmes of Defence Research and Development Organisation (DRDO), such as BrahMos. The product mix from high value-added businesses will gradually increase, which will also improve EBITDA per tonne. The Company has imported a new fully automatic metal press unit from South Korea was commissioned during the year 2022-2023. With this, the total forging capacity stands increased from 12 KTPA to 30 KTPA.

India poised to become the 3rd largest economy worldwide by FY 2027-28 and an alternative global manufacturing hub, we are fully geared to tap this immense potential for powering steel with speed and scale. Over the next 3 years, the Auto Tubes of higher diameter and thickness (such as Hydraulic Tubes) will remain our top priority, given its domestic and global potential. For this, we are actively investing Rs.170 crore to expand its capacity from 80,000 MTPA to 1,30,000 MTPA

In line with our strategic vision for growth, we are poised to expand our manufacturing capacities in the steel industry. Recognizing the increasing demand and evolving market dynamics, this expansion represents a crucial step in fortifying our position as a key player in the steel sector. The augmentation of our manufacturing capabilities is designed to meet the growing needs of our clients, providing them with a wider range of high-quality steel products. This strategic move also aligns with our commitment to fostering innovation and maintaining a competitive edge. By investing in the expansion of our manufacturing facilities, we aim to not only meet current market demands but also anticipate and address future trends, positioning ourselves as leaders in the dynamic and evolving landscape of the steel industry.

8. Attract, develop and retain skilled employees to sustain our service quality and customer experience

GLIL considers its employees as the most important asset and integral to growth and continued success. It remains committed to enhancing the knowledge, skills and capabilities of its employees. Further, it encourages new talent acquisition and reward excellent employee performance. It has also established an empowered, synergetic, harmonious, and transparent work environment that values meritocracy and innovation.

The Company's progressive policies and continual investment helps it upgrade employee skills. We regularly conduct training programmes in different areas such as technical skills, safety, behavioural skills, leadership skills, values and code of conduct. During the year, it has undertaken various initiatives to improve employee capabilities, productivity and enhance collaborative working. It also organises staff safety workshops by external specialists to spread awareness of safety hazards among employees.

Further, it prioritises health, safety, and security of its employees. It also undertakes various engagement initiatives to enhance employee satisfaction and motivation levels. It also provides platforms for employees to share their ideas and give feedback, which enables it to improve productivity.

The Company has launched and revamped several employee-friendly policies/initiatives to effectively address the growing needs and challenges of its employees. It ensures felicitating and rewarding its employees for their contributions and long-standing commitment. We have also embarked on developing a Performance Linked Incentive Scheme for employees directly involved in production.

We believe that our ability to effectively execute and manage projects is crucial to our continued success. We understand that maintaining quality, minimising costs and ensuring timely completion of our projects depends largely on the skill and workmanship of our employees. As competition for qualified personnel increases among engineering and manufacturing companies in India, we seek to improve competitiveness by increasing our focus on training our staff. We offer our engineering and technical personnel a wide range of work experience and learning opportunities by providing them with continuous training in latest systems, techniques and knowledge upgradation.

9. Deepen customer relationships and be a supplier of choice across geographies

Our long-term relationships and ongoing active engagements with customers also allow us to plan our capital expenditure, enhance our ability to benefit from increasing economies of scale with stronger purchasing power for raw materials and a lower cost base. These enduring customer relationships also have helped us expand our product offerings and geographic reach. We seek to continue to explore opportunities to enhance our existing customer relationships by manufacturing newer grades across their various product segments. Our customer engagements are dependent on us delivering quality products consistently. Our potential customers may require considerable amounts of time to approve us as suppliers to ensure that all their quality controls are met and that we meet all their requirements across a variety of jurisdictions and multiple regulators. Due to the resources involved in engaging with new suppliers, customers are less inclined to pursue alternate supply sources. This provides us with an advantage over new entrants that would need to make significant investments and endure a long gestation period with potential customers in order to effectively compete. We believe by extending our process and chemistry expertise to enter into new value chains in the same and allied chemistries will enable us to service more of our customers' needs and increase the wallet share of our existing customers. Further, we intend to focus on early stage process innovation and development that we believe will enable us to capitalize on the complete lifecycle of these products and give us the opportunity to be the initial suppliers for such specialty Steels and pipes and strengthen our relationships with multinational corporations.

We believe in continual improvement in our designs and products for ensuring full customer satisfaction. Innovation in process control, product development, cost reduction and quality improvement are being made on continuous basis as per the requirements of the market. The technology being used for the manufacture of steel products is developed by in- house efforts and is at par with industry norms. The Company's Business Responsibility and Sustainability Report may be referred for a brief regarding efforts put by company over technology absorption and conservation of energy

10. Building new structures to focus on new areas of Growth

Some of our key areas under development are set forth below.

- Special Formwork for Elevated corridors
- Special Formwork for Tunnel Boring Machine for High Speed Rail
- Station Buildings for High Speed Bullet Train
- Super Critical Bridges for High Speed Bullet Train
- Smart City Structures
- Car Port and Solar Parks –Design Engineering & Supply.
- Architectural Structures in Wire drawn Bridges

With an uptick in India's infrastructure needs, we are uniquely placed to capitalise on newer growth opportunities and make this our moment to embody our true growth potential.

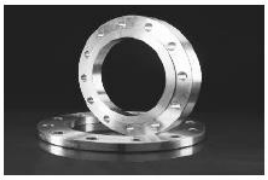
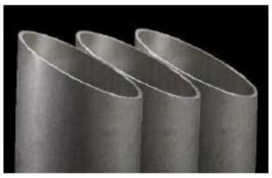
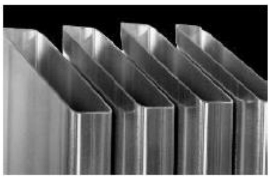
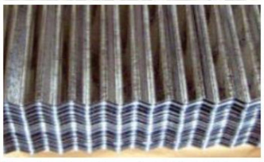
As infrastructure spending gathers momentum, our broader vision of 'Steel-ing the Future. Powering Progress.' led us towards a remarkable year with significant increase in scale of operations, healthy order book, sustained operating margins and an impressive growth in value and volume.

11. Strengthen our Goodwill

We are in the business of manufacturing of mild steel and pipes/tubes since approximately last Thirty-Seven years whereas our peer group industry players/competitors have the benefit of longer operating history in comparison with ours, and therefore, our brand development is at a relatively nascent stage. Considering our current market presence with our customers in diversified sectors and geographies in order to further penetrate the market, we intend to make consistent efforts to strengthen own goodwill and enhance our brand visibility for attaining parity with our industry peers. Towards this end, we intend to undertake various marketing initiatives including participation in industrial trade fares, dealers meet. We believe that such initiatives shall improve our brand positioning, overall brand recall value and support us in our growth strategy.

With a steadfast commitment to excellence and customer satisfaction, we are dedicated to fortifying and enhancing our goodwill in the industry. Our relentless pursuit of quality, transparency, and ethical business practices has been the cornerstone of our reputation. We recognize the paramount importance of building trust and credibility with our stakeholders. Through consistent communication, responsiveness, and a proactive approach to addressing challenges, we aim not only to meet but exceed the expectations of our clients, partners, and the community at large. Strengthening our goodwill is not just a goal; it is a continual process that involves nurturing positive relationships, upholding our values, and contributing positively to the communities we serve. This unwavering dedication to building and preserving goodwill is integral to our identity and underscores our commitment to being a trusted and respected entity in the market.

OUR PRODUCTS

Forging Products	• Forged flanges • Gear rings • Gear shanks • Forged shafts • Blind & tube sheets • Socket welding flanges • Slip on flanges • Defence products Aerospace parts	   
Precision Pipes & Auto Tubes	• CDW Tubes • ERW Tubes • Engineering Tubes • Boiler Tubes	   
CR Coils, Pipes & Tubes	• Cold Rolled Coils and Sheets • Corrugated Sheets • Hollow Sections • GI Pipes	     

Engineering Structures & Precision Fabrication Products and Services Offered in following Applications		
Railway & Road Bridges & Girders	• Composite Plate Girders • Open Web Through Truss Bridges • Bow String Girders • Special Steel Wire Bridges	
Structures for Roads & Highways	• Bridges • Signage • Light Pole structures • Beam Crash Barriers • Security Towers • Telecom Towers • Foot Over Bridges and Under Bridges	
Primary & Secondary Structures for Boilers & Turbine Generators	Buckstay, Crane Beams, Columns, Beams	
Launching Girders For Steel & Concrete Girders Building Structures	• Airports • Convention Centres • Exhibition Halls • Stadia • High Rise Commercial & Residential Buildings	
Technology Structures	• Material Handling Structures, Trestles, Conveyor Galleries, Pipe Conveyors etc and Other Equipment Structures	
Road Safety Products	Goodluck India Ltd is a leading manufacturer of various road safety products, has collaborated with a European Giant for manufacturing and marketing, various Performance Tested Road Safety Products for India and neighbouring countries. This company has excellent manufacturing setups across globe with a dedicated team of professionals. This European Company, researches, develop, design, manufacture, install and market equipment, product and engineering services for Road Safety. It also offers a wide and complete range of vehicle containment systems for the shoulders and medians, where safety, efficiency, quality and innovation play a very important role. Partner Company's advanced modelling system and procedures ensure precise results, with continuous involvement from the design department to upgrade systems as per vehicle design, keeping up with changing road conditions. The comprehensive research and development team uses feedback from users along with the in-house latest computerized simulation techniques and actual crash testing as a tool to propose and deliver modern safety barriers.	

	Road Safety Division of Goodluck India is providing meaningful and Performance/Crash-Tested/Conventional solutions for vehicles from passenger cars to heavy trucks. All the products manufactured are under stringent quality policy of the Goodluck India Group for this, we procure only the highest grade of raw material, which emerges our production process stronger & enhances physical characteristics. We have MOU with various raw material manufacturers like TATA, JSW for Steel, HZL for Zinc, etc. Performance tested Products manufactured are "CE Certified" and confirms the requirements of European Standard EN 1317 and/or American Standards NCHRP 350/MASH. They also confirm to the requirements of Indian Standards like Indian Road Congress / Guidelines/Standards & Specifications of Ministry of Road Transport and Highways / National Highway Authority of India and/or many more.

CUSTOMERS

We have a diversified customer base, in India and abroad. We Serving over 600 marquee customers across 100 countries worldwide (since inception) including United Kingdom, United States, Singapore, South Africa, UAE, Germany and France our primary clientele includes Government Departments, PSUs & Global OEMs.

We have established long-standing relationships with marquee players across industry segments and geographies. We believe that the long-term relationships with key customers is a testament to our ability to evolve our capabilities to meet our customers' requirements. Our customers include multinational companies as well as domestic companies.

The products manufactured by us find application in a number of high growth industries. Our Specialty Industries find application in inter alia the Automobile, Construction Equipment, Defence, Oil & Gas, Railway/Road Bridges, Aerospace, Thermal Power Valves, Wind Energy and General Engineering industries. Our Valued customers include

- Engineering structures: Indian Railways, ABB, L&T, Reliance Industries, GMR, ISGEC, Sterling & Wilson, Alstom, PowerGrid, NTPC, Toshiba, TRF, EIL, NPCIL, MHSR

- Forging: GE Oil & Gas, Allied Group, Saint Gobain, Midsteel, Flaboform, Edelstahlservice, BPCL, Indian Oil, BHEL, RIL, L&T, Alstom, Mitsubishi, Brahmos, HAL

- Precision Tubes: Volkswagen, Audi, BMW, Mercedes, Skoda, Renault, GM, Ashok Leyland, TVS, Bajaj, Gabriel, ISGEC, Talbros, Mahindra, Tata Motors.

In Fiscal 2023, Fiscal 2022 and Fiscal 2021, our top 10 customers contributed to 36.20%, 25.43% and 21.68%, respectively, of our revenue from operations.

EXPORTS

We have been exporting our products to more than 100 countries worldwide since our inception. In Fiscal 2023, Fiscal 2022 and Fiscal 2021 our sales from exports as a percentage of our revenue from operations were 30.37%, 41.12% and 30.25%, respectively.

SALES AND MARKETING

Our business is predominantly conducted on a business-to-business basis and our focus is to maintain constant contact with customers and to ensure timely delivery. We have our in-house marketing and sales team working under the overall supervision of our Board of Directors and have a vast experience in deal origination and negotiation. The team follows a customer-centric approach and focuses on providing dedicated support for understanding customer requirements and manufacturing products.

Our sales and marketing initiatives are undertaken by our sales teams. The team is responsible for ensuring timely supplies, taking new orders, quoting rates and aids in understanding the requirements of the customers. The business development team seek out new geographies and identifies new products, which assists in corporate expansion. The sales teams are segregated by geography and is responsible for the sales of our products at the ground level.

MANUFACTURING FACILITIES

We have six manufacturing plants in India out of which Four are located at Sikandrabad (Uttar Pradesh), one at Dadri (Uttar Pradesh) and one at Bachau (Gujarat). Details of our manufacturing plants are as follows:

Unit Number	Address	Primary Purpose	Status
Unit No. 1	**Goodluck India Limited,** A-42/45, Industrial Area, Sikandrabad, Distt. Bulandshahr-203205, Uttar Pradesh, India.	CR Coils, Pipes & Hollow Sections	90 years lease since the year 1987 from U.P. State Industrial Development Corporation Limited
Unit No. 2	**Goodluck Industries,** A-51, Industrial Area, Sikandrabad, Distt. Bulandshahr-203205, Uttar Pradesh, India.	Precision Pipes & Auto Tubes	90 years lease since the year 2006 from U.P. State Industrial Development Corporation Limited
Unit No. 3	**Goodluck Industries-II,** A-59, Industrial Area, Sikandrabad, Distt. Bulandshahr-203205, Uttar Pradesh, India.	Precision Pipes & Auto Tubes	lease from U.P. State Industrial Development Corporation Limited
Unit No. 4	**Goodluck India Limited,** D-2/3/4, Industrial Area, Sikandrabad, Distt. Bulandshahr-203205, Uttar Pradesh, India.	Engineering Structures & Precision Fabrication	80 years lease since the year 2010 from U.P. State Industrial Development Corporation Limited
Unit No. 5	**Good Luck Engineering,** Khasra No. 2839, Gram Dhoom Manikpur, G.T. Road, Gautam Budh Nagar, Dadri-203207, Uttar Pradesh, India.	Forging	Owned

Unit No. 6	**Goodluck Metallics,** Survey No. 495, 497 to 502, Bachau Sikra Road, Village-Sikra, Bachau-370140, Gujarat, India.	• Engineering Structures & Precision Fabrication • Precision Pipes & Auto Tubes • CR Coils, Pipes & Hollow Sections	Owned

The following map of India shows the locations of our manufacturing facilities.

Note: The above map is not to scale and not intended to mean political map of India.

CAPACITY UTILISATION

The following tables sets forth information relating to the installed capacity, actual production and capacity utilization as of, and for, Fiscal 2023, Fiscal 2022 and Fiscal 2021:

(In MTPA)

Particulars	As of/ for the year ended March 31, 2023			As of/ for the year ended March 31, 2022			As of/ for the year ended March 31, 2021		
	Annual Installed Capacity(1	Annual Production(2)	Capacity Utilisation %(3	Annual Installed Capacity(1	Annual Production(2)	Capacity Utilisation %(3	Annual Installed Capacity(1	Annual Production(2)	Capacity Utilisation %(3
Total	3,64,000	3,19,184	87.69%	3,64,000	2,58,218	70.94%	3,26,000	2,20,807.53	67.73%

(1) Installed capacity represents the installed capacity as of the last date of the relevant Fiscal. The installed capacity is based on various assumptions and estimates, including standard capacity calculation practice in the Indian forging industry and capacity of other ancillary equipment installed at the relevant manufacturing plants.
(2) Actual production represents quantum of production for the relevant Fiscal.
(3) Capacity utilization has been calculated on the basis of actual production for the relevant Fiscal divided by the installed capacity for the relevant Fiscal.
^ the capacity keep changing depending upon dimension of the products.

INFORMATION TECHNOLOGY

We believe that an appropriate information technology infrastructure is important in order to support the growth of our business. We have Information Technology infrastructure to support our general business operations and business critical information. We have necessary applications used in R&D team. Going forward, we may install further applications and software to manage our sales that we plan to strategize.

Our Manufacturing Facilities are connected to our IT network that facilitates monitoring of our operations and management of supply chain. Our IT infrastructure enables us to track procurement of raw materials, sale of finished goods, payments to vendors and contract suppliers and receivables from customers.

QUALITY CONTROL

The quality of our products and customer satisfaction are of significant importance to our business. Our products undergo rigorous quality checks throughout the entire production process to ensure that our customers' requirements are continuously met. We exercise quality control checks consisting of incoming and outgoing quality controls. Our quality system manual sets out detailed processes for product audits and quality ratings, which are carried out periodically. The quality check parameters are laid down to ensure adherence to defined process and product specifications.

Our Manufacturing Facility have quality testing Lab verified by National Accreditation Board for Testing and Calibration Laboratories (NABL) Accreditation ISO / IEC 17025, which performs variety of examination in house to ensure products quality and meeting each customer's every expectation NDT, MPP, impact and related various other stringent testing done in house having certification.

ENVIRONMENT, HEALTH AND SAFETY

We are subject to national, regional and state laws and government regulations in India, including in relation to safety, health, environmental protection and labour. These laws and regulations impose controls on air and water discharge, noise levels, storage handling, employee exposure to hazardous substances and other aspects of our manufacturing operations. Further, our products, including the process of manufacture, storage and distribution of such products, are subject to numerous laws and regulations in relation to quality, safety and health. We believe that accidents and occupational health hazards can be significantly reduced through a systematic analysis and control of risks and by providing appropriate training to our management and our employees.

Environment

Reducing our carbon footprint is an important focus area for us. Principles of energy saving and conservation are fundamental in our manufacturing designs and engineering. Our operations are subject to environmental laws and regulations, which govern, among other things, air emissions, waste-water discharges, the handling, storage and disposal of hazardous substances and wastes, the remediation of contaminated sites, natural resource damages, and employee health and safety. In this regard, our manufacturing plants have ISO 14001:2015 and ISO 18001 certifications.

Health and Safety

We prioritize the health and safety of our employees and undertake several initiatives to promote employee health and quality of life. We work to ensure a safe and healthy workplace and provide our employees with the benefits, resources and flexibility to maintain and improve their wellness. Safety awareness is driven through safety campaigns and training. We conduct webinars on process safety and workplace safety elements to cover all major stakeholders.

In addition we have taken initiatives to reduce the risk of accidents and prevent environmental pollution at our plants, including: (i) putting an employee health and safety policy in place to promote workplace health and safety and minimise the risk of accidents at our manufacturing plants; (ii) providing training and awareness programs on employee safety and environment to all employees; (iii) implementing regular employee safety audits, management review meetings and employee safety meetings; and (iv) conducting emergency mock drills in our manufacturing plants from time to time.

RAW MATERIALS AND SUPPLIERS

The primary raw material that we use to manufacture our products is steel and we require different types of steel depending on their alloying elements. We source our raw materials domestically from private sector and public sector steel companies. We depend on a select few suppliers, with whom we do not have long-term contracts for the purchase of raw materials. We typically source such raw materials by placing purchase orders from time to time. For further details, see "*Risk Factors – We depend on a few suppliers for our raw materials and any delay, interruption or reduction in the supply of raw materials to manufacture our products or volatility in the prices of raw materials, may adversely affect our business, results of operations, financial condition and cash flows." on page* 53.

FREIGHT AND TRANSPORTATION

We rely on third parties for the transportation services for the timely delivery of our products to our customers located in India and other countries. However, we do not have any long-term contractual arrangements with such third-party transportation and logistics providers. We use different modes of transportation, including road, air and sea for our domestic and overseas operations. We engage third-party logistic service providers to provide support our transportation requirements. While delivery of products to customers within India is generally shipped by road, and to some extent we have an in-house dispatch department that works with our sales team to coordinate the delivery of our Products. Further, we have sufficient storage facility at our Manufacturing facilities and warehouses for the purposes of holding inventories of raw material as well as finished products. The majority of our shipments to the foreign markets are by sea.

Where we are responsible for shipping the products to the customer, our freight forwarders arrange for the finished products to be trucked to our customers in India or to the port for export, as applicable. Our custom house agents handle the requisite clearance procedures. For exports, our freight forwarders co-ordinate with the shipping line or airline to file and release the necessary bills of lading or air waybills.

UTILITIES

Water

Water requirement for each of our manufacturing facility is fulfilled from the nearby local area and is generally arranged by the government authorities/bodies/private bodies or underground water for which the water charges are deducted from the running bills issued by us.

Power

Our Manufacturing facilities and registered office have adequate power supply position from the public supply utilities. For the Manufacturing facilities, we have a connected load of 10 MW from state utilities and having Agreement for solar power energy to generate 20 MW(AC) as a captive power for 25 years. In the Fiscal 2023, Fiscal 2022 and Fiscal 2021, power and Fuel expenses accounted for 3.94%, 3.39% and 3.76%, respectively, of our total expenses

Gas

As per the Gas Sale Agreement between Gail India Limited, IGL and IOCL (Seller) and Goodluck India Limited (Buyer), the GAIL provides us gas.

INSURANCE

We maintain insurance policies in respect of our business, operations, products and workforce which we consider to be reasonably sufficient to cover general risks associated with our operations. We maintain insurance policies for our manufacturing plants in India, which include coverage for buildings, machinery, raw materials, scrap and finished goods, furniture, fixture and fittings, personal accidents, money in transit/safe, public liability and various medical expenses for employees and their dependents under the Mediclaim scheme. In addition, we maintain insurance policies for directors' and officers' liability, general liability, overseas travel and policies for risks we are exposed to during the shipment of our products. Certain of our premises are also insured against riot, strike and malicious damage, fire, earthquake and burglary. For further details, *see "Risk Factors – Our insurance coverage may not be adequate or we may incur uninsured losses or losses in excess of our insurance coverage which may impact on our results of operations, financial condition and cash flows." on page 62.*

COMPETITION

We face competition in India and overseas to retain our existing business and to obtain new business, the success of which is based on many factors, such as product quality and reliability, breadth of product range, design and innovation, technological and manufacturing capabilities, scope and quality or service, price and brand recognition. In the domestic market, we compete primarily with Surya Roshni Ltd (SRL), Salasar Techno Engineering Limited (STEL), Hariom Pipes Industries Limited, Man Industries (India) Ltd and Ramkrishna Forgings Ltd (RFL). *(Source: CARE Edge Report)*

For more details, see "Industry Overview" on page *116*. Also see, "*Risk Factors – Any failure to compete effectively in the highly competitive industries in which we operate could have an adverse effect on our business, results of operations, financial condition and cash flows." on page 54.*

HUMAN RESOURCES

We develop the expertise, skill sets and know-how of our employees and are focused on recruiting talented individuals and promoting the development of their skills through in-house and external training programmes.

We place importance on developing our human resources. As of December 01, 2023, we had over 2692 employees working across our projects and manufacturing facilities. Our workforce includes over 150 engineers working across our projects and facilities. A combination of full-time employees and contract personnel gives us flexibility to run our business efficiently.

Our work force is a critical factor in maintaining quality, productivity and safety, which strengthens our competitive position. We offer wide-ranging training opportunities to our employees and offer management development programmes for high potential employees.

INTELLECTUAL PROPERTY

Our Company has obtained trademark registrations under the Trade Marks Act, 1999 with respect to "Good Luck" (under classes 6 and class 35) under its old name Good Luck Steel Tubes Ltd.

However, Company is under process to alter its name on certificate as Goodluck India Limited with the Officials of the trade mark.

PROPERTIES

Our registered office is situated at 509, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi-110001 is owned by the Company and our corporate office is located at 8II-F, 166-167, Nehru Nagar, Ambedkar Road Ghaziabad-201001, Ghaziabad, Uttar Pradesh, India, 201001, held under lease.

We have offices in Ahmedabad and pune also.

We have warehouses facilities which are located at Ludhiana, Faridabad, Rudrapur, Nashik, Aurangabad and Chennai and most of our Facilities are located on leased or licensed premises.

For details of our properties pertaining to our manufacturing units, please see "Our Business – Manufacturing Facilities" on page 182.

LEGAL PROCEEDINGS

For details of material ongoing legal proceedings to which we are a party, see "Legal Proceedings" on page 256.

CORPORATE SOCIAL RESPONSIBILITIES

At Goodluck India, corporate social responsibility is not merely a compliance mandate. The Company is committed towards the community and environment at large. The Company has always been conscious of its social responsibilities and has actively contributed to social and economic development of the society. It is fully engaged in ensuring equitable and sustainable growth of the society in and around the area of its operations. Through its CSR initiatives based on social, environmental, and economic considerations, its conscious endeavour is to serve the socio-economically backward, under-privileged and marginalised communities

The Board has adopted a CSR policy for dedicating resources to improving the lives of the underprivileged, and we have a CSR Committee that is responsible for recommending CSR projects, policies and amounts to be spent on CSR activities to the Board and monitoring the implementation of such projects and policies. Our key thrust areas are Conservating Natural Resources, Animal Welfare, Promoting Education, Promoting Healthcare, through which we distribute food and clothes, install and maintain waste disposal bins, contribute for establishment of schools, running of dispensaries, Free health checkup and camps providing free medical treatment. For Fiscal 2021, 2022 and 2023, total amount spent towards CSR activities was Rs. 93.47 lakhs, Rs. 92.35 lakhs and Rs. 116.73 lakhs respectively.

ORGANISATIONAL STRUCTURE

Corporate History

Originally, our company was incorporated as "Good Luck Steel Tubes Private Limited", on November 06, 1986, a Private Limited Company under the Companies Act, 1956, following a certificate of incorporation issued by the Registrar of Companies, Kanpur. In 1994, the company underwent a conversion from private to public limited dated September 30, 1994 Following this, on July 3, 1995, our company was listed on the stock exchange through a public issue of shares. Subsequently, the name of our company was changed to Goodluck India Limited, pursuant to Shareholders Resolution dated June 10, 2016. The CIN of Our Company is L74899DL1986PLC050910.

Changes in Registered and Corporate Office

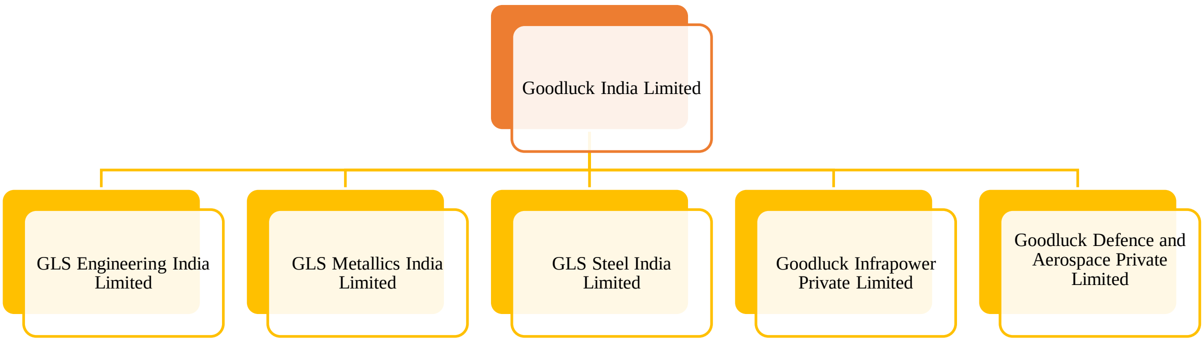
Our Company changed its Registered Office from Uttar Pradesh to NCT of Delhi situated at 509, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi-110001 India and Corporate Office situated at II-F, 166-167, Nehru Nagar, Ambedkar Road Ghaziabad-201001, Ghaziabad-201001, Uttar Pradesh, India, for the purpose of administrative convenience.

Our Subsidiaries

As on the date of this Placement Document, our Company has Five Subsidiaries, as stated below:

1. GLS Engineering India Limited
2. GLS Metallics India Limited
3. GLS Steel India Limited
4. Goodluck Infrapower Private Limited
5. Goodluck Defence and Aerospace Private Limited (with effect from August 31, 2023)

The organizational structure of our Company as on the date of this Placement Document is as follows:



BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

The general supervision, direction and management of our Company, its operations and business are vested in the Board, which exercises its powers subject to the Memorandum of Association and Articles of Association and as per the requirements of the applicable laws. The composition of our Board is governed by the provisions of the Companies Act, the Articles of Association and the SEBI Listing Regulations. The Articles of Association provides that the number of Directors shall not be less than three and not more than fifteen. As on the date of this Placement Document, our Company has eight Directors on its Board, comprising four Executive Directors, and four Non – Executive Independent Directors including Two woman Non – Executive Independent Directors.

Pursuant to the provisions of the Companies Act and in accordance with the Articles of Association, at least two third of the total number of Directors, excluding Independent Directors, are liable to retire by rotation, with one third of such number retiring at each AGM. Additionally, if the number of Directors retiring is not three or a multiple of three, then the nearest number to one-third are liable to retire by rotation. A retiring Director is eligible for reappointment. Further, as per the provisions of Companies Act, an Independent Director may be appointed for a maximum of two consecutive terms of up to five consecutive years each. However, the reappointment of an Independent Director for a second consecutive term shall, amongst other things, be on the basis of the performance evaluation report and shall be approved by the Shareholders by way of a special resolution.

The following table sets forth details regarding the Board of Directors as of the date of this Placement Document:

Sr. No.	Name, DIN, Address, Occupation, Term and Nationality	Age	Designation
1.	**Mahesh Chandra Garg** **DIN:** 00292437 **Address:** R-4/52, Raj Nagar, Ghaziabad-201002, Uttar Pradesh, India. **Occupation:** Business **Term:** For a term of three years with effect from October 01, 2021 **Nationality:** Indian	77 years	Whole-time Director and Chairman
2.	**Ramesh Chandra Garg** **DIN:** 00298129 **Address:** R-10/159, Raj Nagar, Ghaziabad-201002, Uttar Pradesh, India. **Occupation:** Business **Term:** Liable to be Retire by Rotation **Nationality:** Indian	77 years	Whole-time Director

3.	**Nitin Garg** **DIN:** 02693146 **Address:** KF-7, Kavinagar, Ghaziabad-201001, Uttar Pradesh, India. **Occupation:** Business **Term:** Liable to be Retire by Rotation **Nationality:** Indian	43 years	Whole-time Director
4.	**Shambhu Nath Singh** **DIN:** 09847470 **Address:** Ratansayar Patahi, East Champaran, Patahi-845457, Bihar, India. **Occupation:** Business **Term:** Liable to be Retire by Rotation **Nationality:** Indian	59 years	Executive Director
5.	**Charu Jindal** **DIN:** 09776017 **Address:** 702, Arihant Harmony, Ahinsa Khand-2, Indirapuram, Ghaziabad-201010, Uttar Pradesh India. **Occupation:** Business **Term:** For a term of 5 years, w.e.f., October 29, 2022 **Nationality:** Indian	49 years	Non-executive Independent Director
6.	**Rajiv Goel** **DIN:** 05161245 **Address:** 367 A-5, B, Paschim Vihar, S.O., New Delhi-110063, India. **Occupation:** Business **Term:** For a term of 5 years, w.e.f., September 29, 2022 **Nationality:** Indian	54 years	Non-executive Independent Director

7.	**Rajni Abbi** **DIN:** 08867489 **Address:c**7/2, Lancer Road, Timar Pur, Civil Lines, New Delhi-110054, India. **Occupation:** Business **Term:** For a term of 5 years, w.e.f., September 29, 2022 **Nationality:** Indian	61 years	Non-executive Independent Director
8.	**Madhur Gupta** **DIN:** 03193827 **Address:** Pent House-1, Block C1, Lotus Pound, Vaibhav Khand, Indirapuram, Ghaziabad-201014, Uttar Pradesh, India. **Occupation:** Business **Term:** For a term of 5 years, w.e.f., October 29, 2022 **Nationality:** Indian	57 years	Non-executive Independent Director

Brief Profiles of our Directors

Mahesh Chandra Garg is the Whole Time Director and Chairperson of our Company aged about 77 Years. He is a visionary entrepreneur and Engineer Graduated in 1967 from prestigious - Indian Institute of Technology Roorkee. After completing his education, he worked overseas independently on several prestigious projects before returning to India to start his own venture. He is a founder promoter of Goodluck India Limited. Mr. Garg having 54 years of rich and varied experience in the industry and during this period the Company has achieved multifold growth, as also has spread its footprints in the international markets to more than 100 countries in South East Asia, South Asian Association for Regional Cooperation (SAARC) nations, America, Europe, the Middle East and the African continent.

Ramesh Chandra Garg is the Whole-time Director of our Company, aged about 77 years. He holds a degree in the field of Mining Engineering from highly acclaimed ISM-Dhanbad. He is having 52 years of experience in the industry including fine experience in Coal Industry. He is a Great motivator and excellent team leader.

Nitin Garg is the Whole-time Director of our Company, aged about 43 years. He is Qualified Engineer and M.B.A. from Narsee Monjee Institute of Management. He had also worked with some MNCs. Currently he is looking after the production process. He is having 18 years of experience.

Shambhu Nath Singh is the Executive Director of our Company, aged about 59 years. He holds a B.Sc degree in Mathematics. He possesses over 26 years of experience in the production and operation of steel products.

Charu Jindal is an independent Director of our Company**,** aged about 49 years. She has completed her B.Sc. & M.Sc. from Rohilkhand University & a Gold Medalist, she is having an experience of over 10 years in the field of management and administration. She is actively participating and involved in activities related to cultural and social causes.

Rajiv Goel is an independent Director of our Company**,** aged about 54 Years. Mr. Rajiv Goel, a qualified Chartered Accountant, is a strategist with over 27 years of experience; holds excellent performance record & demonstrated prominent skills in finance operations, strategic planning, M&A, Investor Relations, Treasury Management, Project Financing, Credit Ratings, Fund Raising–equity and debt, ESG, Statutory and Legal compliances, legal matters, compliance and business intelligence. Mr. Rajiv Goel has been the member of various committees formed by the Government, SEBI, ICAI etc. and have assisted the Ministry of Finance, Government of India and SEBI on the issues relating to buyback of shares, merchant banking regulations, etc. He is an influential leader who is recognized for conventional finance and accounting expertise coupled with rare commercial and operational intellect. Rich experience in evaluating all commercial aspects of business decision and regulatory implications. He has been associated with many big corporates like DLF Limited and has also worked with Axis Bank in the past. He has also been associated with The Economy Times as Principal Investment Analyst and wrote various articles for Economic Times extensively in various subjects for nearly a decade. He is well versed with equity and debt capital markets and had raised funds for both corporate and public sector companies and also he has actively managed Mergers and Acquisitions and managed investor relationships across the globe. He has exceptional performance in multicultural, matrixed organizations; successfully managed large organizations through periods of organic and inorganic growth; built connections between diverse teams, functions and departments to drive the result. He also has strong credentials in innovative financial strategies and generating operational economies across diverse organization; created, nurtured and developed high performing finance teams by demonstrating cutting-edge finance thought leadership; skilled in handling crisis communications effectively, across spectrum of investment community, media and political spectrum.

Rajni Abbi is an independent Director of our Company, Gold Medallist in LL.B & LL.M., aged around 61 years, is having 30 years of extensive experience in the field of law. She is a professor of Law in University of Delhi and is member of many administrative councils of various universities. She has a specialized knowledge in Commercial Laws, Consumer Laws, Competition Laws and has been author of many books and her articles has been published in many prestigious journals too. During her distinguish carrier, she has been associated with various professional bodies and been associated with foreign universities as visiting professor too.

Madhur Gupta is an independent Director of our Company**,** aged about 57 years and a commerce graduate from Delhi University, is a visionary and successful entrepreneur having vast experience of more than 35 years in manufacturing & service sectors. After running the manufacturing business of the electric wire and cables diversified his business towards real estate industry and then launched new venture in the field of food & beverage. At present he is successfully running renowned restaurant in Delhi NCR. Apart from a successful entrepreneur, social service is very near to the heart of Mr. Gupta.

Relationship amongst the Directors

Apart from Ramesh Chandra Garg and Mahesh Chandra Garg, who are brothers, none of our other Directors are related to each other. This deliberate distinction ensures a diversified and impartial composition within our leadership team whilst promoting a robust governance structure.

Shareholding of Directors in our Company

The following table sets forth details regarding the shareholding of the Directors as on the date of this Placement Document:

Name of the Director	Number of Equity Shares	Percentage Shareholding (%)
Mahesh Chandra Garg	3,77,250	1.33
Ramesh Chandra Garg	5,70,250	2.01
Nitin Garg	14,86,750	5.24

Borrowing powers of the Board

Pursuant to our Articles of Association, the provisions Section 180(1)(c) of the Companies Act, 2013, and a resolution passed by our Shareholders in the Annual General Meeting (AGM) held on September 29, 2023, our Board has been authorized to borrow any sum or sums of monies (including by way of advances, loans, issue of debentures or bonds and/or other instruments), notwithstanding that the moneys to be borrowed by our Company together with monies already borrowed (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business), will or may exceed our Company's aggregate paid-up share capital, free reserves and securities premium, provided that the total amount of money so borrowed by the Board shall not at any time together with interest payable exceed a sum of Rs.12,00,00,00,000 (Rupees One Thousand and Two Hundred Crores).

Interest of the Directors

Our Executive Directors may be deemed to be interested to the extent of their shareholding and remuneration paid to them for services rendered as a Director of our Company and reimbursement of expenses, if any, payable to them. Further, our Directors may also be deemed to be interested to the extent of remuneration paid to them for services rendered as a Director of our Subsidiaries and reimbursement of expenses, if any, payable to them. For details of remuneration paid to our Director, see "- Terms of appointment and remuneration of Executive Directors" and "- Remuneration of Non-executive and Independent Directors" on page 189.

Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Except as stated in the section "Related Party Transactions" on page 50, our Directors do not have any other interest in the business of our Company.

Except for Mahesh Chand Garg who are the Promoter of our Company, our Directors have no interest in the promotion of our Company as of the date of this Placement Document, except in the ordinary course of business.

Other than as disclosed in this Placement Document, there are no outstanding transactions other than in the ordinary course of business undertaken by our Company, in which our Directors are interested. Further, except as disclosed in "Related Party Transactions" on page 50, our Company has neither availed of any loans from, nor extended any loans to the Directors which are currently outstanding.

Our Company has not entered into any contract, agreement or arrangement during the preceding two years from the date of this Placement Document in which any of the Directors are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them. Further, as on the date of this Placement Document, the Directors have not taken any loans from our Company.

Except as stated in "Financial Statements" beginning on page 269, our Directors have no interest in any property acquired or proposed to be acquired of or by our Company as on the date of this Placement Document or in any transaction by our Company for acquisition of land, construction of buildings and supply of machinery.

Terms of appointment and remuneration of our Executive Directors:

1. Mahesh Chandra Garg

Mr. Mahesh Chandra Garg has been associated with our Company as a director since incorporation. Pursuant to a board resolution dated September 02, 2021 and a shareholders resolution dated September 29, 2021, he was appointed as Whole-time Director and chairman of our Company for a period of three years with effect from October 01, 2021.

Pursuant to a board resolution dated September 02, 2023 and a shareholders resolution dated September 30, 2023, the revised remuneration payable to Mahesh Chandra Garg with effect from October 01, 2023 is as mentioned below:

Particulars	Details
Salary	The remuneration upto a limit of Rs. 40,00,000/- (Rupees Forty Lakh only) per month, whether paid as salary, commission, allowances, perquisites or a combination thereof. Further, In the event of loss or inadequacy of profits in any year during the aforesaid tenure, the Mahesh Chandra Garg shall be paid the remuneration which shall be governed by the limits set out in Schedule V to the Act or any amendment thereof.
Other perquisites	• Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; • Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and • Encashment of leave at the end of tenure. • Provision of Company's car with driver for use on Company's business. • payment/re-imbursement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties.

2. Ramesh Chandra Garg

Mr. Ramesh Chandra Garg has been associated with our Company as a director since 1988. Pursuant to a board resolution dated September 02, 2021 and a shareholders resolution dated September 29, 2021, he was appointed as Whole-time Director of our Company for a period of three years with effect from October 01, 2021.

Pursuant to a board resolution dated September 02, 2023 and a shareholders resolution dated September 30, 2023, the revised remuneration payable to Mahesh Chandra Garg with effect from October 01, 2023 is as mentioned below:

Particulars	Details
Salary	The remuneration upto a limit of Rs. 40,00,000/- (Rupees Forty Lakh only) per month, whether paid as salary, commission, allowances, perquisites or a combination thereof. Further, In the event of loss or inadequacy of profits in any year during the aforesaid tenure, the Mahesh Chandra Garg shall be paid the remuneration which shall be governed by the limits set out in Schedule V to the Act or any amendment thereof.
Other perquisites	• Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; • Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and • Encashment of leave at the end of tenure. • Provision of Company's car with driver for use on Company's business.

	• payment/re-imbursement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties.

3. Nitin Garg

Mr. Nitin Garg has been associated with our Company as a director since 2012. Pursuant to a board resolution dated September 02, 2021 and a shareholders resolution dated September 29, 2021, he was appointed as Whole-time Director of our Company for a period of three years with effect from October 01, 2021.

Pursuant to a board resolution dated September 02, 2023 and a shareholders resolution dated September 30, 2023, the revised remuneration payable to Mahesh Chandra Garg with effect from October 01, 2023 is as mentioned below:

Particulars	Details
Salary	The remuneration upto a limit of Rs. 25,00,000/- (Rupees Twenty-Five Lakh only) per month, whether paid as salary, commission, allowances, perquisites or a combination thereof. Further, In the event of loss or inadequacy of profits in any year during the aforesaid tenure, the Mahesh Chandra Garg shall be paid the remuneration which shall be governed by the limits set out in Schedule V to the Act or any amendment thereof.
Other perquisites	• Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961; • Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and • Encashment of leave at the end of tenure. • Provision of Company's car with driver for use on Company's business. • payment/re-imbursement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties.

4. Shambhu Nath Singh

Mr. Shambhu Nath Singh is associated with the Company since December 1995. Pursuant to a board resolution dated September 02, 2023 and a shareholders resolution dated September 30, 2023, he was appointed as Executive Director of our Company for a period of Five years with effect from October 01, 2023.

Particulars	Details
Salary	The remuneration upto a limit of Rs. 25,00,000/- (Rupees Twenty-Five Lakh only) per annum, whether paid as salary, commission, allowances, perquisites or a combination thereof. Further, In the event of loss or inadequacy of profits in any year during the aforesaid tenure, the Mahesh Chandra Garg shall be paid the remuneration which shall be governed by the limits set out in Schedule V to the Act or any amendment thereof.
Other perquisites	• Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;

	• Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and • Encashment of leave at the end of tenure. • payment/re-imbursement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in the course of official duties.

Remuneration paid to our Executive Directors

The following table set forth the compensation paid by our Company to the Executive Directors during Fiscals 2023, 2022, 2021 and the six months ended September 30, 2023 is as set forth below:

(in ₹)

Name	September 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Mahesh Chandra Garg	96,80,000	1,37,49,600	78,39,600	61,14,600
Ramesh Chandra Garg	96,80,000	1,37,49,600	78,39,600	61,14,600
Nitin Garg	1,28,80,000	1,03,99,600	48,39,600	35,83,350
Shambhu Nath Singh*	N.A.	N.A.	N.A.	N.A.

**Shambhu Nath Singh was appointed as executive Director with effect from October 01, 2023*

Remuneration to Non-executive Independent Directors

Pursuant to Board resolution dated September 02, 2022 and shareholders resolution dated September 29, 2022, our Non – Executive, Independent Directors Mr. Rajiv Goel and Ms. Rajni Abbi are entitled to sitting fees of Rs. 35,000 for attending per meetings of the Board. Additionally, they are also entitled to reimbursement of fair and reasonable expenditure incurred while performing the role as an Independent Director.

During the financial year 2022-23, the Company did not have any material pecuniary relationship or transactions with Non-executive Directors apart from paying Sitting fees. Further, the Directors have not entered into any contracts with the Company or its subsidiaries, which will be in potential conflict with the interest of the Company at large. The Company does not have any stock options plan. Accordingly, none our directors hold stock options as on 31st March, 2023. None of the Executive Directors are eligible for payment of any severance fees.

Corporate Governance

As on the date of this Placement Document, we have Eight Directors on our Board, which comprises Three Whole Time Directors, one Executive Director, and four Non-Executive Independent Directors (including Two-woman Independent Directors).

We are in compliance with the requirements of applicable regulations, including the SEBI Listing Regulations, the Companies Act and other applicable SEBI Regulations in respect of corporate governance, including constitution of the Board and committees thereof. Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations.

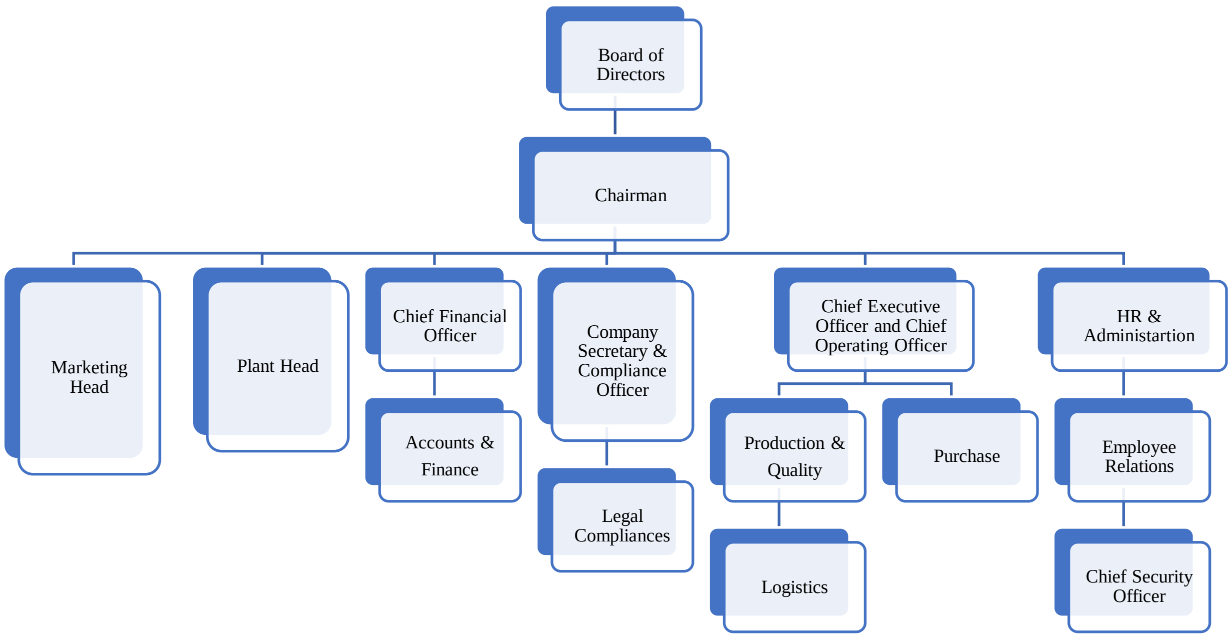
Committees of the Board of Directors

The Board of Directors have constituted the following committees, in accordance with the relevant provisions of the Companies Act and the SEBI Listing Regulations. The following table sets forth the details of the members of the said committees as of the date of this Placement Document:

Committee	Members
Audit Committee	Rajiv Goel (Chairperson) Mahesh Chandra Garg Madhur Gupta Charu Jindal

Nomination and Remuneration Committee (NRC)	Rajni Abbi (Chairperson) Mahesh Chandra Garg Rajiv Goel Madhur Gupta Charu Jindal
Stakeholders Relationship Committee (SRC)	Madhur Gupta (Chairperson) Mahesh Chandra Garg Ramesh Chandra Garg
Risk Management Committee (RMC)	Ramesh Chandra Garg (Chairperson) Mahesh Chandra Garg Madhur Gupta Shambhu Nath Singh Sanjay Bansal
Corporate Social Responsibility Committee (CSR)	Rajni Abbi (Chairman) Ramesh Chandra Garg Nitin Garg
(Empowered Working committee (EWC)	Mahesh Chandra Garg (Chairperson) Ramesh Chandra Garg Madhur Gupta Charu Jindal
Qualified Institutional Placement (QIP) Committee	Mahesh Chandra Garg (Chairperson) Nitin Garg Madhur Gupta Charu Jindal

Management Organisational Structure



Key Managerial Personnel and Senior Management

In addition to the Whole-time Directors of our Company, whose details are set out in *"Board of Directors"* the details of the Key Managerial Personnel of our Company as on date of Placement Document are set out below:

Sr. No.	Name	Age	Designation	Date of Appointment
1.	Sanjay Bansal	59 Years	Chief Financial Officer	April 01, 2014
2.	Abhishek Agrawal	44 Years	Company Secretary and Compliance Officer	September 01, 2008

Senior Management

In addition to the Key Managerial Personnel of our Company, the details of the members of the Senior Management of our Company as on the date of this Placement Document, are set out below:

Sr. No.	Name	Age (Years)	Designation	Date of Appointment
1	Manish Garg	52	Chief Operating Officer	June 01, 1992
2	Shyam Agarwal	53	Chief Operating Officer	April 05, 1993
3	Ram Agarwal	56	Chief Executive Officer	September 25, 1988
4	Ashwani Kumar Sharma	65	President- Marketing	September 02, 2021
5	Arvind Kushwaha	56	Plant Head	April 12, 2023
6	Anindya Baksi	51	Plant Head	June 25, 2023

7	Girish Raj Giri	36	DGM- IT	November 26, 2016
8	Samir Kumar	52	AVP- HR & Admin	December 01, 2022

Relationship amongst the Key Managerial Personnel and Senior Management

Except Mr. Manish Garg (Chief Operating Officer) is a Son of Mr. Mahesh Chandra Garg (Chairman and Whole Time Director) there is no relationship amongst our Key Managerial Personnel or Senior Management or to the Directors. For Relationship amongst directors kindly See "relationship amongst the directors" on Page 189.

Shareholding of our Key Managerial Personnel and Senior Management

The following table sets forth details regarding the shareholding of the Key Managerial Personnel and Senior Management in our Company as on the date of this Placement Document:

Sr. No.	Name	Number of Equity Shares	Percentage Shareholding (%)
Key Managerial Personnel			
1.			
2.	Sanjay Bansal	Nil	0.00
3.	Abhishek Agrawal	Nil	0.00
Senior Management			
4.	Manish Garg	7,55,107	2.66
5.	Shyam Agarwal	2,58,706	0.91
	Ram Agarwal	7,28,956	2.57

For Shareholding of our Executive Chairman and Whole Time Director see - "Shareholding of our Directors" on page 192.

Interest of Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled as per their terms of appointment and the reimbursement of expenses incurred by them during the ordinary course of business.

Our Key Managerial Personnel and Senior Management may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares, to the extent of any Equity Shares held by them.

Except as provided in "Related Party Transactions" on page 50, our Key Managerial Personnel and Senior Management do not have any interest in our Company.

Policy on disclosures and internal procedure for prevention of insider trading

Our Company has adopted a code of conduct for prohibition of insider trading ("Insider Code") with a view to regulate trading in securities by the directors and employees of our Company while in possession of unpublished price sensitive information ("UPSI"). The Insider Code requires pre-clearance for dealing in our Company's shares and prohibits the purchase or sale of our Company's shares by the persons falling within the scope of definition of 'designated persons', as defined under the Insider Code, while in possession of UPSI in relation to our Company or its securities. Our Company has appointed the Company Secretary and Compliance Officer of our Company as a compliance officer to ensure compliance of the Insider Code by all the directors and employees likely to have access to UPSI. Further, our Company has also adopted the code of fair disclosure of UPSI to regulate and monitor the flow of UPSI.

Other Confirmations

None of the Directors, Promoter, Key Managerial Personnel or Senior Management of our Company have any financial or other material interest in the Issue.

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Except as disclosed under "Remuneration of the Directors" above, our Company does not have any bonus or profit-sharing plan with its Directors, Key Managerial Personnel and Senior Management.

None of the Directors or the companies with which they are or were associated as promoter or director, are debarred from accessing the capital markets under any order or direction passed by the SEBI or any other governmental authority. Neither our Company, nor our Promoter or the companies with which our Promoter is or has been associated with as a promoter or a person in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other governmental authority.

Neither our Company, nor our Promoters nor our Directors have been identified as Wilful Defaulters or Fraudulent Borrower, as defined under the SEBI ICDR Regulations.

None of our Promoters or Directors have been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of the Directors, Promoters or Senior Management of our Company intends to subscribe to the Issue.

Related Party Transactions

For details in relation to the related party transactions entered by our Company during the last three Fiscal Years immediately preceding the date of this Placement Document, *please see "Related Party Transactions" on page 50.*

SHAREHOLDING PATTERN OF OUR COMPANY

The following tables present information regarding the ownership of Equity Shares by the Shareholders as of January 06, 2024*:

Table I - Summary statement holding of specified securities:

Category	Category of shareholder	No. of shareholders	No. of fully paid up equity shares held	Total no. of equity shares held	Shareholding as a % of total no. of Equity shares (Calculated 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 percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in Equity shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
						No of Voting Rights	Total as a % of (A+B+C)			No.	As a % of total Equity Shares held	No. (a)	As a % of total Shares held	
(A)	Promoter & Promoter Group	47	1,72,97,939	1,72,97,939	58.35	1,72,97,939	58.35	14,64,600	60.31	50,72,690	29.33	0	0	1,72,97,939
(B)	Public	30,163	1,23,48,311	1,23,48,311	41.65	1,23,48,311	41.65	0	39.69	11,52,200	9.33			1,22,17,311
(C)	Non Promoter-Non Public	0	0	0		0	0	0		0	0			0
(C1)	Shares underlying DRs	0	0	0		0	0	0		0	0			0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0s	0	0			0
	Total	**30,210**	**2,96,46,250**	**2,96,46,250**	**100**	**2,96,46,250**	**100**	**14,64,600**	**100**	**62,24,890**	**21.00**	**0**	**0**	**2,95,15,250**

**Due to Allotment of new shares and increased in paid up share capital, company has uploaded the new Share holding pattern dated January 06, 2024 as required under Regulation31(1)(c) of SEBI (LODR) Regulations 2015.*

***Due date of conversion of warrants into Equity shares are as follows:*

Date of Allotment	Number of warrants	Due date of Conversion
December 19, 2022	9,64,600	June 19, 2024
November 09, 2023	5,00,000	May 21, 2025
Total	**14,64,600**	

Table II - Statement showing shareholding pattern of our Promoter and Promoter Group

Category	Category & Name of the Shareholders	No. of Shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of Equity shares (Calculated 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 percentage of diluted share capital) as a % of A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of Equity shares held in dematerialized form
						No of Voting Rights	Total as a % of Total Voting rights			No.	As a % of total Shares held	No. (a)	As a % of total shares held	
1	Indian	0	0	0	0	0	0	0	0	0	0	0	0	0
a	Individuals/Hindu undivided Family	47	1,72,97,939	1,72,97,939	58.35	1,72,97,939	58.35	14,64,600	60.31	50,72,690	29.33	0	0	1,72,97,939
	Manish Garg And Sons HUF	1	127708	127708	0.43	127708	0.43	0	0.41	0	0	0	0	127708
	M C Garg and Sons HUF	1	172500	172500	0.58	172500	0.58	0	0.55	0	0	0	0	172500
	Anil Kumar And Sons HUF	1	39000	39000	0.13	39000	0.13	0	0.13	0	0	0	0	39000
	Ashish Garg And Sons HUF	1	78938	78938	0.27	78938	0.27	75000	0.49	78938	100	0	0	78938
	Munni Lal And Sons HUF	1	234092	234092	0.79	234092	0.79	0	0.75	0	0	0	0	234092
	R C Garg And Sons HUF	1	680167	680167	2.29	680167	2.29	0	2.19	0	0	0	0	680167
	Umesh Garg & Sons HUF	1	75000	75000	0.25	75000	0.25	0	0.24	75000	100	0	0	75000

	Sushil Kumar & Sons HUF	1	81415	81415	0.27	81415	0.27	0	0.26	0	0	0	0	81415
	Ram Agarwal and Sons	1	50	50	0	50	0	0	0.00	0	0	0	0	50
	Sunil Kumar and Sons HUF	1	131750	131750	0.44	131750	0.44	0	0.42	0	0	0	0	131750
	Kanak Lata	1	325415	325415	1.10	325415	1.10	0	1.05	0	0	0	0	325415
	Neeta Garg	1	675770	675770	2.28	675770	2.28	0	2.17	60000	8.88	0	0	675770
	Shikha Garg	1	6,22,250	6,22,250	2.10	6,22,250	2.10	160875	2.52	622250	100	0	0	622250
	Ram Agarwal	1	728956	728956	2.46	728956	2.46	0	2.34	0	0	0	0	728956
	Archana Agarwal	1	538365	538365	1.82	538365	1.82	0	1.73	0	0	0	0	538365
	Rekha Rani	1	526585	526585	1.78	526585	1.78	0	1.69	0	0	0	0	526585
	Savitri Devi	1	312875	312875	1.06	312875	1.06	0	1.01	0	0	0	0	312875
	Ramesh Chandra Garg	1	570250	570250	1.92	570250	1.92	0	1.83	0	0	0	0	570250
	Anju Garg	1	406992	406992	1.37	406992	1.37	0	1.31	0	0	0	0	406992
	Sudha Garg	1	364700	364700	1.23	364700	1.23	61000	1.37	0	0	0	0	364700
	Sunil Kumar Garg	1	232977	232977	0.79	232977	0.79	61000	0.94	0	0	0	0	232977
	Sushil Kumar Garg	1	214870	214870	0.72	214870	0.72	61000	0.89	0	0	0	0	214870
	Sapna Garg	1	409247	409247	1.38	409247	1.38	0	1.32	75000	18.33	0	0	409247
	Ashish Garg	1	3,07,300	3,07,300	1.04	3,07,300	1.04	0	0.99	1,83,300	59.65	0	0	3,07,300
	Rajiv Garg	1	637750	637750	2.15	637750	2.15	0	2.05	0	0	0	0	637750
	Reena Garg	1	336294	336294	1.13	336294	1.13	0	1.08	150000	44.6	0	0	336294
	Shyam Agrawal	1	258706	258706	0.87	258706	0.87	0	0.83	115000	44.45	0	0	258706
	Ankita Agarwal	1	4,66,314	4,66,314	1.57	4,66,314	1.57	107250	1.84	4,66,314	100	0	0	4,66,314

	Mahesh Chand Garg	1	377250	377250	1.27	377250	1.27	0	1.21	0	0	0	0	377250
	Manish Garg	1	838107	838107	2.83	838107	2.83	83350	2.96	83000	9.90	0	0	838107
	Nitin Garg	1	1486750	1486750	5.01	1486750	5.01	0	4.78	0	0	0	0	1486750
	Parul Garg	1	3,45,500	3,45,500	1.17	3,45,500	1.17	0	1.11	2,25,500	65.27	0	0	3,45,500
	Mithlesh Garg	1	715000	715000	2.41	715000	2.41	0	2.30	25000	3.5	0	0	715000
	Umesh Garg	1	6,40,768	6,40,768	2.16	6,40,768	2.16	83,325	2.33	6,40,768	100	0	0	6,40,768
	Pushpa Garg	1	824337	824337	2.78	824337	2.78	0	2.65	0	0	0	0	824337
	Saras Garg	1	314500	314500	1.06	314500	1.06	122100	1.40	314500	100	0	0	314500
	Ritu Garg	1	3,46,871	3,46,871	1.17	3,46,871	1.17	0	1.11	2,55,500	65.01	0	0	3,46,871
	Rajat Garg	1	291920	291920	0.98	291920	0.98	122100	1.33	291920	100	0	0	291920
	Tushar Garg	1	288000	288000	0.97	288000	0.97	110100	1.28	288000	100	0	0	288000
	Swati Bansal	1	2,02,500	2,02,500	0.68	2,02,500	0.68	0	0.65	2,02,500	100	0	0	2,02,500
	Dhruv Aggarwal	1	1,67,000	1,67,000	0.56	1,67,000	0.56	37,500	0.66	1,67,000	100	0	0	1,67,000
	Bhavya Garg	1	3,77,700	3,77,700	1.27	3,77,700	1.27	0	1.21	3,77,700	100	0	0	3,77,700
	Radhika Garg	1	3,45,500	3,45,500	1.17	3,45,500	1.17	0	1.11	2,25,500	65.27	0	0	3,45,500
	Shruti Aggarwal	1	110000	110000	0.37	110000	0.37	75000	0.59	110000	100	0	0	110000
	Harsh Garg	1	70000	70000	0.24	70000	0.24	0	0.23	70000	100	0	0	70000
	Avrums India Private Limited	0	0	0	0	0	0	161000	0.52	0	0	0	0	0
	Rishabh Garg	0	0	0	0	0	0	144000	0.46	0	0	0	0	0
b	Central Government/ State Government(s)	0	0	0	0	0	0	0	0	0	0	0	0	0
c	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0	0	0	0	0

d	Any Other (specify)	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(1)	47	16007939	16007939	56.45	16007939	56.45	2754600	60.31	3782690	23.63	0	0	16007939
2	Foreign	0	0	0	0	0	0	0	0	0	0	0	0	0
a	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0	0	0	0	0
b	Government	0	0	0	0	0	0	0	0	0	0	0	0	0
c	Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0
d	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0	0	0	0	0
e	Any Other (specify)	0	0	0	0	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**47**	**1,72,97,939**	**1,72,97,939**	**58.35**	**1,72,97,939**	**58.35**	**14,64,600**	**60.31**	**50,72,690**	**29.33**	**0**	**0**	**1,72,97,939**

Table III - Statement showing shareholding pattern of the Public shareholder:

Category	Category & Name of the Shareholders	Nos. of shareholder	No. of fully paid up equity shares held	Total nos. shares held	Shareholding % calculated as per SCRR, 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)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
						No of Voting Rights	Total as a % of Total Voting rights			No.	As a % of total Shares held	No. (Not applicable)	As a % of total shares held (Not applicable)	
1	Institutions (Domestic)	0	0	0	0	0	0	0	0	0	0			0
a	Mutual Funds	0	0	0	0	0	0	0	0	0	0			0
b	Venture Capital Funds	0	0	0	0	0	0	0	0	0	0			0
c	Alternate Investment Funds	2	334376	334376	1.13	334376	1.13	0	1.07	0	0			334376
	SAGEONE - FLAGSHIP GROWTH 2 FUND	1	318046	318046	1.07	318046	1.07	0	1.02	0	0			318046
d	Banks	0	0	0	0	0	0	0	0	0	0			0
e	Insurance Companies	0	0	0	0	0	0	0	0	0	0			0
f	Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0	0			0
g	Asset reconstruction companies	0	0	0	0	0	0	0	0	0	0			0
h	Sovereign Wealth Funds	0	0	0	0	0	0	0	0	0	0			0
i	NBFCs registered with RBI	0	0	0	0	0	0	0	0	0	0			0
j	Other Financial Institutions	0	0	0	0	0	0	0	0	0	0			0
k	Any Other (specify)	0	0	0	0	0	0	0	0	0	0			0
	Sub-Total (B)(1)	2	334376	334376	1.13	334376	1.13	0	1.07	0	0			334376

2	Institutions (Foreign)	0	0	0	0	0	0	0	0	0	0			0
a	Foreign Direct Investment	0	0	0	0	0	0	0	0	0	0			0
b	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0	0			0
c	Sovereign Wealth Funds	0	0	0	0	0	0	0	0	0	0			0
d	Foreign Portfolio Investors Category I	7	331193	331193	1.12	331193	1.12	0	1.06	0	0			331193
e	Foreign Portfolio Investors Category II	1	14084	14084	0.05	14084	0.05	0	0.05	0	0			14084
f	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0	0			0
g	Any Other (specify)	0	0	0	0	0	0	0	0	0	0			0
	Sub-Total (B)(2)	8	345277	345277	1.16	345277	1.16	0	1.11	0	0			345277
3	Central Government / State Government(s)	0	0	0	0	0	0	0	0	0	0			0
a	Central Government / President of India	0	0	0	0	0	0	0	0	0	0			0
b	State Government / Governor	0	0	0	0	0	0	0	0	0	0			0
c	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter	0	0	0	0	0	0	0	0	0	0			0
	Sub-Total (B)(3)	0	0	0	0	0	0	0	0	0	0			0
4	Non-institutions	0	0	0	0	0	0	0	0	0	0			0
a	Associate companies / Subsidiaries	0	0	0	0	0	0	0	0	0	0			0
b	Directors and their relatives (excluding independent directors and nominee directors)	0	0	0	0	0	0	0	0	0	0			0
c	Key Managerial Personnel	0	0	0	0	0	0	0	0	0	0			0

d	Relatives of promoters (other than "Immediate Relatives" of promoters disclosed under "Promoter and Promoter Group" category)	0	0	0	0	0	0	0	0	0	0			0
e	Trusts where any person belonging to "Promoter and Promoter Group" category is "trustee", "beneficiary", or "author of the trust"	0	0	0	0	0	0	0	0	0	0			0
f	Investor Education and Protection Fund (IEPF)	1	384803	384803	1.30	384803	1.30	0	1.24	0	0			384803
g	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	29307	7423343	7423343	25.04	7423343	25.04	0	23.86	402200	5.42			73,05,843
h	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	10	1843912	1843912	6.22	1843912	6.22	0	5.93	625000	33.90			18,43,912
	GAURAV RAJSINGH VIJAYSINGH RATHORE	1	500000	500000	1.69	500000	1.69	0	1.61	0	0			500000
i	Non Resident Indians (NRIs)	568	268290	268290	0.90	268290	0.90	0	0.86	0	0			2,55,790
j	Foreign Nationals	0	0	0	0	0	0	0	0	0	0			0
k	Foreign Companies	0	0	0	0	0	0	0	0	0	0			0
l	Bodies Corporate	244	1687223	1687223	5.69	1687223	5.69	0	5.42	125000	7.41			16,86,223
	LOCAL FINANCE PRIVATE LIMITED	1	400000	400000	1.35	400000	1.35	0	1.29	0	0			400000
m	Any Other (specify)	23	61087	61087	0.21	61087	0.21	0	0.20	0	0			61087
	Clearing Members	15	39521	39521	0.13	39521	0.13	0	0.13	0	0			39521
	Trusts	8	21566	21566	0.07	21566	0.07	0	0.07	0	0			21566
	Sub-Total (B)(4)	30153	11668658	11668658	39.36	11668658	39.36	0	37.51	1152200	9.87			1,15,37,658

	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)	**30163**	**12348311**	**12348311**	**41.65**	**12348311**	**41.65**	**0**	**39.69**	**1152200**	**9.33**			**12217311**

Table IV - Statement showing shareholding pattern of the Non-Promoter- Non-Public shareholder:

Category	Category & Name of the Shareholders	No. of shareholder	No. of fully paid up equity shares held	Total no. Of shares Held	Shareholding % calculated as per SCRR, 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)	Total shareholding , as a % assuming full conversion Of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form (XIV) (Not Applicable)
						No of Voting Rights	Total as a % of Total Voting rights			No.	As a % of total Shares held	No. (Not applicable)	As a % of total shares held (Not applicable)	
1	Custodian/DR Holder	0	0	0		0	0	0		0	0			0
2	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021	0	0	0	0	0	0	0	0	0	0			0
	Total Non-Promoter-Non Public Shareholding (C)=(C)(1)+(C)(2)	0	0	0		0	0	0		0	0			0

ISSUE PROCEDURE

The following is a summary intended to present a general outline of the procedure relating to the Bidding, application, payment of Bid Amount, Allocation and Allotment of the Equity Shares. The procedure followed in the Issue may differ from the one mentioned below and Bidders are assumed to have apprised themselves of the same from our Company or the BRLM. Prospective investors are advised to inform themselves of any restrictions or limitations that may be applicable to them and are required to consult their respective advisers in this regard. Eligible QIBs that apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the BRLM and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the BRLM and their respective directors, officers, employees, counsels, agents, affiliates, and representatives accept no responsibility or liability for advising any Eligible QIBs on whether such Eligible QIB was eligible to acquire the Equity Shares. Also see "Selling Restrictions" and "Purchaser Representations and Transfer Restrictions" on pages 227 and 236 respectively.

Our Company, the BRLM and their respective directors, officers, agents, advisors, shareholders, employees, counsels, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single Bid 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 Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the SEBI Insider Trading Regulations, and other applicable laws.

Qualified Institutions Placement

THE ISSUE IS MEANT ONLY FOR ELIGIBLE QIBs ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.

This Placement Document and the Placement Document has not been, and will not be, filed as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

The Issue is being made to Eligible QIBs in reliance upon Chapter VI of the SEBI ICDR Regulations and Section 42 and other applicable provisions of the Companies Act, through the mechanism of a QIP. Under Chapter VI of the SEBI ICDR Regulations and Section 42 & other applicable provisions of the Companies Act, our Company may issue equity shares to Eligible QIBs provided that certain conditions are met by our Company. Some of these conditions are set out below:

- the Shareholders have passed a special resolution approving the Issue. Such special resolution must specify that, (a) the allotment of the Equity Shares is proposed to be made pursuant to the QIP, and (b) the Relevant Date;

- the explanatory statement to the notice to the Shareholders for convening the general meeting must disclose, among other things, the particulars of the issue including the date of passing the board resolution, the kind of securities being offered and the price at which they are offered, amount which our Company intends to raise by way of such securities and the material terms of raising such securities, proposed Issue schedule, the purpose or objects of Issue, the contribution made by the Promoters or Directors either as part of the Issue or separately in furtherance of the objects, and the basis or justification for the price (including premium, if any) at which the Issue or invitation is being made;

- under Regulation 172(1)(b) of the SEBI ICDR Regulations, the Equity Shares of the same class of our Company, which are proposed to be allotted through the Issue, are listed on Stock Exchanges for a period of at least one year prior to the date of issuance of notice to our Shareholders for convening the meeting to seek approval of our Shareholders for the above-mentioned special resolution;

- invitation to apply in the Issue must be made through a private placement offer-cum-application form, serially numbered and addressed specifically to the Eligible QIBs to whom the Issue is made either in writing or in electronic mode, within 30 days of recording the name of such person in accordance with applicable law;

- our Company shall have completed allotments with respect to any offer or invitation made by our Company or has withdrawn or abandoned any such invitation or offer made, except as permitted under the Companies Act, however, our Company may, at any time, make more than one issue of securities to such class of identified persons as may be prescribed under the Companies Act;

- our Company shall not make any subsequent QIP until the expiry of two weeks from the date of the previous QIP;

- an offer to Eligible QIBs will not be subject to a limit of 200 persons. Prior to circulating the private placement offer-cum-application (i.e., this Placement Document), our Company must prepare and record a list of Eligible QIBs to whom the Issue will be made. The Issue must be made only to such Eligible QIBs whose names are recorded by our Company prior to the invitation to subscribe;

- in accordance with the SEBI ICDR Regulations, the Equity Shares will be issued and Allotment shall be made only in dematerialized form to the Allottees;

- our Company acknowledges that the offering of securities by issue of public advertisements or utilisation of any media, marketing or distribution channels or agents to inform the public about the Issue is prohibited; and

- our Promoters and Directors are not Fugitive Economic Offenders.

At least 10.00% of the Equity Shares issued to Eligible QIBs shall be available for Allocation to Mutual Funds, provided that, if this portion, or any part thereof to be allotted to Mutual Funds remains unsubscribed, it may be allotted to other Eligible QIBs.

Bidders are not allowed to withdraw or revise their Bids downwards after the Bid/Issue Closing Date.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The floor price of the equity shares issued under the QIP shall not be less than the average of the weekly high and low of the closing prices of the issuer's equity shares of the same class quoted on the stock exchanges during the two weeks preceding the relevant date as calculated in accordance with Chapter VI of the SEBI ICDR Regulations. However, a discount of up to 5.00% of the floor price is permitted in accordance with the provisions of the SEBI ICDR Regulations. Our Board through its resolution dated November 15, 2023, and our Shareholders by way of a special resolution through postal ballot passed on December 18, 2023, have authorised our Board to decide the quantum of discount of up to 5.00% of the Floor Price at the time of determination of the Issue Price.

The Issue Price shall be subject to appropriate adjustments, if our Company makes any alteration to its share capital as mentioned in Regulation 176 (4) of the SEBI ICDR Regulations.

The "Relevant Date" referred to above means the date of the meeting in which the Board or Fundraising Committee decides to open the Issue and "Stock Exchange" means any of the recognized stock exchanges on which the Equity Shares of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date.

The Equity Shares will be Allotted within 365 days from the date of the Shareholders' resolution approving the Issue, being December 18, 2023, and also within 60 days from the date of receipt of Bid Amount from the relevant Eligible QIBs.

The Equity Shares issued pursuant to the Issue must be issued on the basis of this Placement Document and the Placement Document that shall contain all material information including the information specified in Schedule VII of the SEBI ICDR Regulations and the requirements prescribed under PAS Rules and Form PAS-4. This

Placement Document and the Placement Document are private documents provided to only select Eligible QIBs through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and of our Company with a disclaimer to the effect that it is in connection with an issue to Eligible QIBs and no offer is being made to the public or to any other category of investors. Please note that if you do not receive a serially numbered copy of this Placement Document addressed to you, you may not rely on this Placement Document or Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to the Issue.

The minimum number of allottees with respect to the QIP shall not be less than:

- two, where the issue size is less than or equal to ₹250 crore; and
- five, where the issue size is greater than ₹250 crore.

No single Allottee shall be Allotted more than 50.00% of the Issue Size. Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single Allottee for the purpose of the Issue. For details of what constitutes "same group" or "common control", see "—Bid Process—Application Form" on page 273.

Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of a recognised stock exchange.

We have applied for and received the in-principle approval of the Stock Exchanges under Regulation 28(1)(a) of the SEBI Listing Regulations for listing of the Equity Shares to be issued pursuant to the Issue on the Stock Exchanges. We have filed a copy of this Placement Document and will file a copy of the Placement Document with the Stock Exchanges.

We shall also make the requisite filings with the RoC within the stipulated period as required under the Companies Act and the PAS Rules.

The Issue has been authorised and approved by our Board on November 15, 2023, and our Shareholders by way of a special resolution through postal ballot passed on December 18, 2023.

Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirements. VCFs and AIFs should independently consult their own counsels and advisors as to investment in and related matters concerning the Issue.

The Equity Shares offered in this Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and, unless so registered, may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulations S and the applicable laws of the jurisdictions where those offers and sales are made. The Equity Shares are transferable only in accordance with the restrictions described under "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages 227 & 236, respectively.

The Equity Shares issued pursuant to this Issue have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Issue Procedure

1. On the Bid / Issue Opening Date, our Company in consultation with the BRLM shall circulate serially numbered copies of this Placement Document and the serially numbered Application Form, either in electronic or physical form to Eligible QIBs and the Application Form will be specifically addressed to each such Eligible QIBs. In terms of Section 42(3) of the Companies Act, our Company shall maintain complete records of Eligible QIBs in the form and manner prescribed under the PAS Rules, to whom this Placement Document and the serially numbered Application Form have been dispatched or circulated, as the case may be. Our Company will make the requisite filings with the RoC within the stipulated time period as required under the Companies Act and the PAS Rules.

2. The list of Eligible QIBs to whom this Placement Document and the Application Form is delivered shall be determined by our Company in consultation with the BRLM. **Unless a serially numbered Placement Document along with the serially numbered Application Form, which includes the details of the bank account wherein the Bid Amount is to be deposited, is addressed to a particular Eligible QIB, no invitation to make an offer to subscribe shall be deemed to have been made to such Eligible QIB.** Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.

3. The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Bid Amount is paid along with submission of the Application Form within the Bid/Issue Period. Once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid/Issue Closing Date. In case of an upward revision before the Bid/Issue Closing Date, an additional amount shall be required to be deposited towards the Bid Amount in the Escrow Account along with the submission of such revised Bid. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so.

4. Eligible QIBs may submit an Application Form, including any revisions thereof, along with the Bid Amount transferred to the escrow account specified in the application form and a copy of the PAN card or PAN allotment letter and/or any other documents mentioned in the Application Form, during the Bid/ Issue Period to the BRLM.

5. Bidders will be required to indicate the following in the Application Form:

   - a representation that it is outside the United States acquiring the Equity Shares in an offshore transaction under Regulation S and it has agreed to certain other representations set forth in the Application Form;

   - full official name of the Eligible QIB to whom Equity Shares are to be Allotted, complete address, e-mail id, PAN details (if applicable), phone number and bank account details;

   - number of Equity Shares Bid for;

   - price at which they are agreeable to subscribe for the Equity Shares and the aggregate Bid Amount for the number of Equity Shares Bid for;

   - Equity Shares held by the Bidder in our Company prior to the Issue;

   - details of the beneficiary account maintained by the Depository Participant to which the Equity Shares should be credited pursuant to the Issue; and

   - it has agreed to certain other representations set forth in the Application Form and this Placement Document.

   NOTE: *Eligible FPIs are required to indicate their SEBI FPI registration number in the Application Form. The Bids made by the asset management companies or custodian of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the*

Bids clearly indicate the scheme for which the Bid has been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws.

6. Eligible QIBs shall be required to make the entire payment of the Bid Amount for the Equity Shares Bid for, along with the Application Form, only through electronic transfer to the Escrow Account opened in the name of "GOODLUCK INDIA LIMITED-QIP-ESCROW ACCOUNT" with the Escrow Agent, within the Issue Period as specified in the Application Form sent to the respective Bidders. Please note that any payment of Bid Amount for the Equity Shares shall be made from the bank accounts of the relevant Bidders and our Company shall keep a record of the bank account from where such payment has been received. No payment shall be made in the Issue by the Bidders in cash. Bid Amount payable on Equity Shares to be held by joint holders shall be paid from the bank account of the person whose name appears first in the Application Form. Until Allotment, and the filing of return of Allotment by our Company with the RoC, or receipt of final listing and trading approvals from the Stock Exchanges, whichever is later, Bid Amount received for subscription of the Equity Shares shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act. Notwithstanding the above, in the event (a) any Bidder is not Allocated Equity Shares in the Issue, (b) the number of Equity Shares Allotted to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, (c) the Bid Amount has been arrived at using an indicative price higher than the Issue Price, or (d) any Eligible QIB lowers or withdraws their Bid after submission of the Application Form but prior to the Bid/Issue Closing Date, the excess Bid Amount will be refunded to the same bank account from which it was remitted, in the form and manner set out in "- Refunds" on page 223.

7. Once a duly completed Application Form is submitted by a Bidder, whether signed or not, and the Bid Amount is transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and the Bid cannot be withdrawn or revised downwards after the Bid/Issue Closing Date. In case of an upward revision before the Bid/Issue Closing Date, an additional amount shall be required to be deposited towards the Bid Amount in the Escrow Account along with the submission of such revised Bid. The Bid/Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form.

8. Upon receipt of the duly completed Application Form and the Bid Amount in the Escrow Account, on or before the Bid/Issue Closing Date, our Company shall, in consultation with BRLM determine the final terms, including the Issue Price of the Equity Shares to be issued pursuant to the Issue and Allocation. Upon such determination, the BRLM on behalf of our Company will send the serially numbered CAN and the Placement Document to the Successful Bidders. The dispatch of a CAN, and the Placement Document (when dispatched) to a Successful Bidder shall be deemed a valid, binding and irrevocable contract for the Successful Bidders to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. The CAN shall contain details such as the number of Equity Shares Allocated to the Successful Bidders, Issue Price and the aggregate amount received towards the Equity Shares Allocated. In case of Bids being made on behalf of the Eligible QIB where the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. The Bid/Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form. **Please note that the Allocation will be at the absolute discretion of our Company and shall be in consultation with the BRLM.**

9. The Bidder acknowledges that in terms of the requirements of the Companies Act, upon Allocation, our Company will be required disclose the names of proposed Allottees and the percentage of their post Issue shareholding in the Placement Document and consents to such disclosure, if any Equity Shares are Allocated to it.

10. Bids made by asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI.

11. Upon determination of the Issue Price and issuance of CAN and before Allotment of Equity Shares to the Successful Bidders, the BRLM, shall, on our behalf, send a serially numbered Placement Document either in electronic form or through physical delivery to each of the Successful Bidders who have been Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.

12. Upon dispatch of the serially numbered Placement Document, our Company shall Allot Equity Shares as per the details in the CANs sent to the Successful Bidders. Our Company will inform the Stock Exchanges of the details of the Allotment.

13. After passing the resolution for Allotment and prior to crediting the Equity Shares into the beneficiary account of the Successful Bidders maintained by the Depository Participant, as specified in the records of the depositories or as indicated in their respective Application Form, our Company shall apply to the Stock Exchanges for listing approvals in respect of the Equity Shares Allotted pursuant to the Issue.

14. After receipt of the listing approvals of the Stock Exchanges, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the beneficiary accounts of the respective Allottees.

15. Our Company will then apply for the final trading approvals from the Stock Exchanges.

16. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Successful Bidders shall be eligible for trading on the Stock Exchanges only upon the receipt of final trading and listing approvals from the Stock Exchanges.

17. As per applicable law, the Stock Exchanges will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt of the listing and trading approvals to those Eligible QIBs to whom the Equity Shares have been Allotted. Our Company and the BRLM shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchanges or any loss arising from such delay or nonreceipt. Investors are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchanges or our Company.

18. In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for, through the Application Form and towards which Bid Amount has been paid by such Bidder, or Equity Shares are not Allocated to a Bidder for any reasons, or a Bidder withdraws the Bid prior to the Issue Closing Date, any excess Bid Amount paid by such Bidder will be refunded to the same bank account from which Bid Amount was remitted, in the form and manner set out in "- Refunds" on page 223.

Eligible QIBs

Only Eligible QIBs are eligible to invest in the Equity Shares pursuant to the Issue, provided that with respect to foreign portfolio investors, only Eligible FPIs applying under Schedule II of the FEMA Rules will be considered as Eligible QIBs. FVCIs not permitted to participate in the Issue. Currently, QIBs, who are eligible to participate in the Issue and also as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, are set forth below:

- Eligible FPIs;
- Insurance companies registered with the Insurance Regulatory and Development Authority of India;
- 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;
- Multilateral and bilateral development financial institutions;

- Mutual Funds, VCFs, AIFs, each registered with SEBI;

- Pension funds with minimum corpus of ₹25 crores registered with the Pension Fund Regulatory and Development Authority established under sub – section (1) of Section 3 of the Pension Fund Regulatory and Development Authority Act, 2013;

- Provident funds with minimum corpus of ₹25 crores;

- Public financial institutions as defined under Section 2(72) of the Companies Act;

- Scheduled commercial banks;

- State industrial development corporations;

- Systemically important non-banking financial companies; and

- The National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005, of the Government published in the Gazette of India.

ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE UNDER SCHEDULE II OF FEMA RULES IN THIS ISSUE. ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE IN THE ISSUE SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF THE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. FVCIS ARE NOT PERMITTED TO PARTICIPATE IN THIS ISSUE.

Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirements. VCFs and AIFs should independently consult their own counsels and advisors as to investment in and related matters concerning the Issue.

In terms of the SEBI FPI Regulations, the Equity Shares issued to a single Eligible FPI or an investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50.00% or common control) should not exceed 10.00% of post-Issue Equity Share capital of our Company. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Further, in terms of the FEMA Rules, the total holding of each FPI or an investor group shall be below 10.00% of the post-issue total paid-up Equity Share capital of our Company on a fully diluted basis.

Further, with effect from April 1, 2020, the limit of total holdings of all Eligible FPIs put together shall be the sectoral cap applicable to our Company, currently being 100.00% under the automatic route. As of November 09, 2023, the aggregate FPI shareholding in our Company is 1.34% of our Company's paid-up Equity Share capital on a fully diluted basis. For further details, see "Shareholding Pattern of our Company" on page 201.

In case the holding of an FPI including its investor group increases to 10.00% or more of the total paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done, the total investment made by such FPI together with its investor group will be reclassified as FDI as per the procedure specified by SEBI and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (a) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable. As per the circular issued by SEBI dated November 5, 2019 (circular no. IMD/FPI&C/CIR/P/2019/124), these investment restrictions shall also apply to subscribers of Offshore Derivative Instruments. Two or more subscribers of Offshore Derivative Instruments having a common beneficial owner shall be considered together as a single subscriber of the Offshore Derivative Instruments. In the event an investor has investments as an FPI and as a subscriber of Offshore Derivative Instruments, these investment restrictions shall apply on the aggregate of the FPI and Offshore Derivative Instruments investments held in the underlying company.

Pursuant to the SEBI Circular dated April 05, 2018 (Circular No: IMD/FPIC/CIR/P/2018/61), our Company has appointed NSDL as the designated depository to monitor the level of FPI / NRI shareholding in our Company on a daily basis and once the aggregate foreign investment of a company reaches a cut-off point, which is 3.00% below the overall limit a red flag shall be activated. SEBI however, pursuant to its Circular dated May 17, 2018 (Circular No: SEBI/HO/IMD/FPIC/CIR/P/2018/81), directed that this system of monitoring foreign investment limits in Indian listed companies be made operational with effect from June 1, 2018. The depository is then required to inform the Stock Exchanges about the activation of the red flag. The stock exchanges are then required to issue the necessary circulars/ public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades. The designated depository is then required to inform the Stock Exchanges about the activation of the red flag. The stock exchanges are then required to issue the necessary circulars/ public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades.

Eligible FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. For a description of the restrictions applicable to the offer and sale of the Equity Shares in the Issue in certain jurisdictions, see "Selling Restrictions" and "Purchaser Representations and Transfer Restrictions" on page 227 and 236 respectively.

Please note that participation by non-residents in the Issue is restricted to participation by FPIs under Schedule II of the FEMA Rules, in the Issue subject to limit of the individual holding of an FPI below 10.00% of the Post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding 100.00% (sectoral limit of the sector in which our Company operates) of the paid-up capital of our Company. Other non-residents such as FVCIs are not permitted to participate in the Issue.

Restriction on Allotment

Pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any Eligible QIB being our Promoters, or any person related to, the Promoters. QIBs, which have all or any of the following rights, shall be deemed to be persons related to the Promoters:

- rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the Promoter Group;
- veto rights; or
- a right to appoint any nominee director on the Board.

Provided, however, that an Eligible QIB which does not hold any Equity Shares and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the Promoters.

Our Company, the BRLM and any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, advisors or affiliates shall not be liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs 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 Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not eventually result in triggering a tender offer under the SEBI Takeover Regulations, and ensure compliance with applicable laws.

A minimum of 10.00% of the Equity Shares offered in the Issue shall be Allotted to Mutual Funds. In case of undersubscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.

Note: *Affiliates or associates of the BRLM who are Eligible QIBs may participate in the Issue in compliance with applicable laws.*

Bid Process

Application Form

Eligible QIBs shall only use the serially numbered Application Forms (which are addressed to them) supplied by our Company and the BRLM in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of this Placement Document and the Placement Document. The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Bid Amount is paid along with submission of the Application Form within the Issue Period.

By making a Bid (including the revision thereof) for Equity Shares through Application Forms and pursuant to the terms of this Placement Document, the Eligible QIB will be deemed to have made all the following representations and warranties, acknowledgements and undertakings, and the representations, warranties and agreements made under the sections "Notice to Investors", "Representations by Investors", "Selling Restrictions" and "Purchaser Representations and Transfer Restrictions" on pages 01, 05, 227 and 236 respectively:

1. Each Eligible QIB confirms that it is a QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;

2. Each Eligible QIB confirms that it is not a Promoter and is not a person related to the Promoter, either directly or indirectly and its Application Form does not directly or indirectly represent the Promoters or Promoter Group or persons related to the Promoters;

3. Each Eligible QIB confirms that it has no rights under a shareholders' agreement or voting agreement with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender not holding any Equity Shares which shall not be deemed to be a person related to the Promoters;

4. Each Bidder confirms that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and is eligible to invest in India under applicable law, including the FEMA Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI;

5. Each Eligible QIB acknowledges that it has no right to withdraw or revise its Bid downwards after the Bid/Issue Closing Date;

6. Each Eligible QIB confirms that if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than on the Stock Exchanges;

7. Each Eligible QIB confirms that the Eligible QIB is eligible to Bid and hold Equity Shares so Allotted together with any Equity Shares held by it prior to the Issue, if any. Each Eligible QIB further confirms that the holding of the Eligible QIB, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the Eligible QIB;

8. The Bidder confirms that in the event it is resident outside India, it is not an FVCI;

9. Each Eligible QIB confirms that its Bids would not eventually result in triggering an open offer under the SEBI Takeover Regulations;

10. Each Eligible QIB agrees that it will make payment of its Bid Amount along with submission of the Application Form within the Issue Period. Each Eligible QIB agrees that once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid/Issue Closing Date;

11. Each Eligible QIB agrees that although the Bid Amount is required to be paid by it along with the Application Form within the Issue Period in terms of provisions of the Companies Act, our Company reserves the right to Allocate and Allot Equity Shares pursuant to this Issue on a discretionary basis in consultation with the BRLM. The Eligible QIB further acknowledges and agrees that the payment of Bid Amount does not guarantee Allocation and/or Allotment of Equity Shares Bid for in full or in part;

12. Each Eligible QIB acknowledges that in terms of the requirements of the Companies Act, upon Allocation, our Company will be required to disclose names as "proposed Allottees" and percentage of post-Issue shareholding of the proposed Allottees in the Placement Document and such QIB consents of such disclosure, if any Equity Shares are Allocated to it. However, the Eligible QIB further acknowledges and agrees that, disclosure of such details as "proposed Allottees" in the Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the BRLM;

13. Each Eligible QIB confirms that the number of Equity Shares Allotted to it pursuant to the Issue, together with other Allottees that belong to the same group or are under common control, shall not exceed 50.00% of the Issue. For the purposes of this representation:

    a) Eligible QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15.00% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and Independent Directors, amongst an Eligible QIB, its subsidiary(ies) or holding company and any other QIB; and

    b) 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;

14. Each Eligible QIB acknowledges that no Allocation shall be made to them if the price at which they have Bid for in the Issue is lower than the Issue Price.

15. Each Eligible QIB confirms that it shall not undertake any trade in the Equity Shares credited to its beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges.

16. Each Eligible QIB acknowledges, represents and agrees that its total voting rights in our Company does not exceed 10.00% of the total issued share capital of our Company.

17. Each Eligible FPI, confirms that it will participate in the Issue only under and in conformity with Schedule II of FEMA Rules. Further, each Eligible FPI acknowledges that Eligible FPIs may invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50.00% or common control) in our Company does not exceed 10.00% of the post-Issue paid-up capital of our Company on a fully diluted basis.

18. Each Eligible QIB confirms that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations.

19. The Eligible QIB confirms that it is outside the United States, is acquiring the Equity Shares in an "offshore transaction" as defined in and in reliance on Regulation S and is not an affiliate of the Company or a person acting on behalf of such an affiliate and it has agreed to certain other representations set forth in the Application Form.

ELIGIBLE QIBs MUST PROVIDE THEIR NAME, COMPLETE ADDRESS, PHONE NUMBER, EMAIL ID, BANK ACCOUNT DETAILS, BENEFICIARY ACCOUNT DETAILS, PAN (IF APPLICABLE), DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBs MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THEIR BENEFICIARY ACCOUNT IS HELD.

IF SO REQUIRED BY THE BRLM, THE ELIGIBLE QIBs SUBMITTING A BID, ALONG WITH THE APPLICATION FORM, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO THE BRLM TO EVIDENCE THEIR STATUS AS AN "ELIGIBLE QIB" AS DEFINED HEREINABOVE.

IF SO REQUIRED BY THE BRLM, ESCROW AGENT OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER BID/ISSUE CLOSING DATE, THE ELIGIBLE QIBs SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE ISSUE, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO FULFILL THE APPLICABLE KNOW YOUR CUSTOMER (KYC) NORMS.

Demographic details such as address and bank account will be obtained from the Depositories as per the Depository Participant account details provided in the Application Form. However, for the purposes of refund of all or part of the Bid Amount submitted by the Bidder, the bank details as mentioned in the Application Form from which the Bid Amount shall be remitted for the Equity Shares applied for in the Issue, will be considered.

The submission of an Application Form, whether signed or not, and payment of the Bid Amount pursuant to the Application Form by a Bidder shall be deemed a valid, binding and irrevocable offer for such Bidder and becomes a binding contract on a Successful Bidder upon issuance of the CAN and the Placement Document (when dispatched) by our Company (by itself or through the BRLM) in favour of the Successful Bidder.

Submission of Application Form

All Application Forms must be duly completed with information including the number of Equity Shares applied for along with proof of payment and a copy of the PAN card or PAN allotment letter. The Bid Amount shall be deposited in the Escrow Account as is specified in the Application Form and the Application Form shall be submitted to the BRLM either through electronic form or through physical delivery at the following address(s):

Name	Address	Contact Person	Website and Email	Phone (Telephone)
Khambatta Securities Limited	806, 8th Floor, World Trade Tower, Sector-16, Noida-201301, Uttar Pradesh, India-	Chandan Mishra	Website: www.khambattasecurities.com E-mail: ipo@khambattasecurities.com chandan@khambattasecurities.com	9953989693, 012-04415469, 022-66413315

The BRLM shall not be required to provide any written acknowledgement of the receipt of the Application Form and the Bid Amount.

Bidders Bidding in the Issue shall pay the entire Bid Amount along with the submission of the duly completed Application Form, within the Issue Period.

Payment of Bid Amount

Our Company has opened the Escrow Account in the name of "GOODLUCK INDIA LIMITED-QIP-ESCROW ACCOUNT" with the Escrow Agent, in terms of the Escrow Agreement. Each Bidder will be required to deposit the Bid Amount payable for the Equity Shares Bid by it along with the submission of the Application Form and during the Bidding Period. Bidders can make payment of the Bid Amount only through electronic transfer of funds from their own bank account.

Note: Payments are to be made only through electronic fund transfer. Payments made through cash or cheques are liable to be rejected. Further, if the payment is not made favouring the Escrow Account, the Application Form is liable to be rejected.

Pending Allotment, our Company undertakes to utilise the amount deposited in "GOODLUCK INDIA LIMITED-QIP-ESCROW ACCOUNT" only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) repayment of Bid Amount if our Company is not able to Allot Equity Shares in the Issue. Notwithstanding the above, in the event, a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to a Bidder, is lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, the excess Bid Amount will be refunded to the same bank account from which Bid Amount was remitted, in the form and manner set out in "- Refunds" on page 223.

Pricing and Allocation

There is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares quoted on the stock exchange during the two weeks preceding the Relevant Date. However, our Company may offer a discount of not more than 5.00% of the Floor Price in accordance with the approval of our Shareholders, accorded by way of a special resolution through postal ballot passed on December 18, 2023 and in terms of Regulation 176(1) of the SEBI ICDR Regulations. Our Company, in consultation with the BRLM, shall determine the Issue Price, which shall be at or above the Floor Price.

The "Relevant Date" referred to above will be the date of the meeting in which the Board or Fundraising Committee decides to open the Issue and "stock exchange" means any of the recognized stock exchanges in India on which the Equity Shares of the issuer of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. After finalisation of the Issue Price, our Company shall update this Placement Document with the Issue details and file the same with the Stock Exchanges as the Placement Document.

Build-up of the Book

The Eligible QIBs shall submit their Bids (including any revision thereof) through the Application Forms within the Issue Period to the BRLM. Such Bids cannot be withdrawn or revised downwards after the Bid/Issue Closing Date. The book shall be maintained by the BRLM.

Method of Allocation

Our Company shall determine the Allocation in consultation with the BRLM on a discretionary basis and in compliance with Chapter VI of the SEBI ICDR Regulations.

Application Forms received from the Eligible QIBs at or above the Issue Price shall be grouped together to determine the total demand. The Allocation to all such Eligible QIBs will be made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10.00% of the Issue Size shall be undertaken subject to valid Bids being received at or above the Issue Price.

In case of cancellations or default by the Bidders, Company in consultation with BRLM have the right to reallocate the Equity Shares at the Issue Price among existing or new Bidders at their sole and absolute discretion subject to the applicable laws.

THE DECISION OF OUR COMPANY IN CONSULTATION WITH THE BRLM IN RESPECT OF ALLOCATION SHALL BE FINAL AND BINDING ON ALL ELIGIBLE QIBs. ELIGIBLE QIBs MAY NOTE THAT ALLOCATION OF EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY IN CONSULTATION WITH THE BRLM AND ELIGIBLE QIBs MAY NOT

RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE BID AMOUNT AT OR ABOVE THE ISSUE PRICE WITHIN THE ISSUE PERIOD. NEITHER OUR COMPANY NOR THE BRLM ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.

CAN

Based on receipt of the serially numbered Application Forms and Bid Amount, our Company, in consultation with the BRLM, in their sole and absolute discretion, shall decide the Successful Bidders to whom the serially numbered CAN shall be dispatched, pursuant to which the details of the Equity Shares Allocated to them, the Issue Price and the Bid Amount for the Equity Shares Allocated to them shall be notified to such Successful Bidders. Additionally, the CAN will include the details of amount to be refunded, if any, probable Designated Date, being the date of credit of the Equity Shares to the Bidders' account, as applicable to the respective Bidder.

The Successful Bidders would also be sent a serially numbered Placement Document (which will include the names of the proposed Allottees along with the percentage of their post-Issue Shareholding in our Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and the Placement Document (when dispatched), to the Eligible QIBs shall be deemed a valid, binding and irrevocable contract for the Eligible QIBs to subscribe to the Equity Shares Allocated to such Successful Bidders. Subsequently, our Board will approve the Allotment of the Equity Shares to the Allottees in consultation with the BRLM.

Eligible QIBs are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue.

By submitting the Application Form, an Eligible QIB would have deemed to have made the representations and warranties as specified in "Notice to Investors" on page 1 and further that such Eligible QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by Stock Exchanges.

Designated Date and Allotment of Equity Shares

1. Subject to the satisfaction of the terms and conditions of the Placement Agreement, our Company will ensure that the Allotment of the Equity Shares is completed by the Designated Date provided in the CAN.

2. In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in the dematerialized form to the Allottees. Allottees will 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. However, no transfer in physical form is permitted as per Regulation 40 of the SEBI Listing Regulations.

3. Our Company, at its sole discretion, reserves the right to cancel the Issue at any time up to Allotment without assigning any reasons whatsoever.

4. Following the Allotment of the Equity Shares pursuant to the Issue, our Company shall apply to the Stock Exchanges for listing approvals and post receipt of the listing approvals from the Stock Exchanges, our Company shall credit the Equity Shares into the beneficiary accounts of the Eligible QIBs.

5. Following the credit of Equity Shares into the successful Bidders' beneficiary accounts with the Depository Participants, our Company will apply for the final listing and trading approvals from the Stock Exchanges.

6. The monies lying to the credit of the Escrow Account shall not be released until the final listing and trading approvals of the Stock Exchanges for the listing and trading of the Equity Shares issued pursuant to this Issue are received by our Company and our Company files the return of Allotment in connection with the Issue with the RoC within the prescribed timelines under the Companies Act.

7. After finalization of the Issue Price, our Company shall update this Placement Document with the Issue details and file it with the Stock Exchanges as the Placement Document, which will include names of the proposed Allottees and the percentage of their post-Issue shareholding in our Company. Pursuant to a

circular dated March 5, 2010 issued by the SEBI, Stock Exchanges are required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5.00% of the Equity Shares offered in the Issue, namely, the names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of our Company along with the Placement Document.

Refunds

In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, or the Bidder has deposited the Bid Amount arrived at using a price higher than the Issue Price or Equity Shares are not Allocated to a Bidder for any reasons or the Issue is cancelled prior to Allocation, or a Bidder lowers or withdraws the Bid prior to the Bid/Issue Closing Date, any excess Bid Amount paid by such Bidder will be refunded to the same bank account from which Bid Amount was remitted as set out in the Application Form. The Refund Amount will be transferred to the relevant Bidders within two Working Days from the issuance of the CAN. In the event that we are unable to issue and Allot the Equity Shares offered in the Issue or if the Issue is cancelled within 60 days from the date of receipt of application monies, our Company shall repay the application monies within 15 days from the expiry of 60 days, failing which our Company shall repay that monies with interest at the rate of 12.00% p.a. from expiry of the sixtieth day. The application monies to be refunded by us shall be refunded to the same bank account from which application monies was remitted by the Bidders, as mentioned in the Application Form.

In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in dematerialised form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, the Depositories Act and other applicable laws.

We, at our sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever.

Following the Allotment and credit of Equity Shares into the Eligible QIBs' Depository Participant accounts, we will apply for final trading and listing approvals from the Stock Exchanges. In the event of any delay in the Allotment or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by us.

Release of Funds to our Company

The monies lying to the credit of the Escrow Account shall not be released until the final listing and trading approvals of the Stock Exchanges for the listing and trading of the Equity Shares issued pursuant to this Issue are received by our Company and our Company files the return of Allotment in connection with the Issue with the RoC.

Other Instructions

Submission of Documents

A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practicable.

Permanent Account Number or PAN

Each Bidder should mention its PAN (except Bids from any category of Bidders, which may be exempted from specifying their PAN for transacting in the securities market) allotted under the Income Tax Act, 1961. A copy of PAN card is required to be submitted with the Application Form. Further, the Application Forms 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 Form is liable to be rejected on this ground.

Bank account details

Each Bidder shall mention the details of the bank account from which the payment of Bid Amount has been made along with confirmation that such payment has been made from such account.

Right to Reject Applications

Our Company, in consultation with the BRLM, may reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company in consultation with the BRLM in relation to the rejection of Bids shall be final and binding. In the event the Bid is rejected by our Company, the Bid Amount paid by the Bidder shall be refunded to the same bank account from which the Bid Amount was remitted by such Bidder as set out in the Application Form. For details, see "- Bid Process" and "- Refunds" on pages 273 and 223 respectively.

Equity Shares in dematerialised form with NSDL or CDSL

The Allotment of the Equity Shares in this Issue shall be only in dematerialised form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode). Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act. However, no transfer in physical form is permitted as per Regulation 40 of the SEBI Listing Regulations.

An Eligible QIB applying for Equity Shares to be issued pursuant to the Issue must have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Bid. Equity Shares Allotted to a Successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Successful Bidder, as indicated in the Application Form.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL.

The trading of the Equity Shares to be issued pursuant to the Issue would be in dematerialised form only for all QIBs in the demat segment of the respective Stock Exchanges.

Our Company and the BRLM shall not be responsible or liable for the delay in the credit of Equity Shares to be issued pursuant to the Issue due to errors in the Application Form or otherwise on the part of the Bidders.

PLACEMENT AND LOCK-UP

Placement Agreement

The BRLM have entered into the Placement Agreement with our Company, pursuant to which the BRLM have agreed to manage the Issue and to act as placement agents in connection with the proposed Issue and, subject to certain conditions procure subscription for the Equity Shares to be issued pursuant to the Issue, on a reasonable effort's basis.

The Equity Shares will be placed with the QIBs pursuant to this Issue under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act and the rules made thereunder. The Placement Agreement contains customary representations, warranties and indemnities from our Company and it is subject to termination in accordance with the terms contained therein.

Applications shall be made to list the Equity Shares issued pursuant to this Issue and admit them to trading on the Stock Exchanges. No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

This Placement Document has not been, and will not be, registered as a prospectus with the Registrar of Companies, and no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs.

The Equity Shares offered in this Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S and the applicable laws of the jurisdictions where those offers and sales are made.

Affiliates of the BRLM which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue Offshore Derivative Instruments in respect thereof. See "Offshore Derivative Instruments" and "Representations by Investors" on pages 12 and 05 respectively.

Relationship with the Book Running Lead Manager

Affiliates of the Book Running Lead Managers may purchase the Equity Shares or be Allotted Equity Shares for proprietary purposes and not with a view to distribute or in connection with the issuance of Offshore Derivative Instruments. Please see "Offshore Derivative Instruments" on page 12. From time to time, the Book Running Lead Managers, and their affiliates and associates have engaged in or may in the future engage in transactions with and perform services including but not limited to investment banking, advisory, banking, trading services for our Company, our Subsidiaries, group companies, affiliates and the Shareholders, as well as to their respective associates and affiliates, pursuant to which fees and commissions have been paid or will be paid to the Book Running Lead Managers and their respective affiliates and associates.

Lock-up

Our Company agrees, subject to the exceptions set out below, not to: (a) issue, offer, lend, pledge, sell, contract to sell or issue, sell any option or contract to purchase, purchase any option or contract to sell or issue, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any equity shares, or any securities convertible into or exercisable or exchangeable for equity share; (b) enter into any swap or other agreement that transfers, directly or indirectly, in whole or in part, any of the economic consequences of ownership of equity shares; or (c) publicly announce any intention to enter into any transaction described in (a) or (b) above, whether any such transaction described in (a) or (b) above is to be settled by delivery of equity shares, or such other securities, in cash or otherwise, for a period from the date hereof up to 60 days after the date of Allotment of the Equity Shares without the prior written consent of the BRLM. However, the foregoing restriction shall not be applicable to the (i) the issuance of Equity Shares pursuant to the Issue; (ii) issuance of Equity Shares pursuant to conversion of ESOPs issued by our Company pursuant to the ESOP Scheme; and (iii) any transaction required by law or an order of a court of law or a statutory authority.

Promoters and Promoter Group Lock – in

Our Promoters and members of our Promoter Group agree that, without the prior written consent of the BRLM, they shall not, publicly announce any intention to enter into any transaction whether any such transaction which is to be settled by delivery of Equity Shares, or such other securities, in cash or otherwise, during the period commencing on the date of this Placement Document and ending 60 days from the date of the Placement Document (both dates inclusive) (**"Lock-up Period"**) directly or indirectly:

1) offer, issue, pledge, sell, encumber, contract to sell, lend, purchase any option, grant or sell any option, right, contract or warrant to purchase, make any short sale or otherwise transfer or dispose of any Lockup Shares or any other securities of our Company substantially similar to the Equity Shares, including, but not limited to options, warrants or other securities that are convertible into, exercisable or exchangeable for, or that represent the right to receive Lock-up Shares, whether now owned or hereinafter acquired;

2) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequences of ownership of the Lock-up Shares or any securities that are convertible into, exercisable or exchangeable for Lock-up Shares, whether now owned or hereinafter acquired; or

3) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Lock-up Shares in any depository receipt facility.

Provided, however, that none of the foregoing or below restrictions shall apply:

(i) any sale, transfer or disposition of any of the Lock-up Shares by our Promoters or member of Promoter Group (other than the sale of Equity Shares by our Promoters under (i) above) with prior consent of the Book Running Lead Managers to the extent such sale, transfer or disposition is required by applicable law; and

(ii) any bona fide pledge or non-disposal undertaking of any of the Lock-up Shares held by our Promoters or member of Promoter Group as collateral for loans on normal commercial terms entered or to be entered into in the ordinary course of business of the undersigned, the Company or transfer of any of the Lock-up Shares to any third party pursuant to the invocation of any pledge in relation to the Lock-up Shares.

SELLING RESTRICTIONS

The distribution of this Placement Document and the offer, sale or delivery of the Equity Shares in this Issue is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Placement Document are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. This Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

This Issue is being made only to Eligible QIBs through a QIP, in reliance upon Chapter VI of the SEBI ICDR Regulations and the Companies Act. Each purchaser of the Equity Shares in this Issue will be deemed to have made acknowledgments and agreements as described under "Notice to Investors", "Representations by Investors" and "Purchaser Representations and Transfer Restrictions" on pages 01, 05 and 236 respectively.

General

No action has been taken or will be taken that would permit a public offering of the Equity Shares to occur in any jurisdiction other than India, or the possession, circulation or distribution of this Placement Document or any other material relating to our Company or the Equity Shares in any jurisdiction where action for such purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Placement Document nor any offering materials or advertisements in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. The Issue will be made in compliance with the applicable SEBI ICDR Regulations, Section 42 and 62 of the Companies Act, 2013 read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. Each purchaser of the Equity Shares in the Issue will be deemed to have made acknowledgments and agreements as described under the section entitled "Purchaser Representations and Transfer Restrictions" on page 236.

Republic of India

This Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public. This Placement Document has not been and will not be filed as a prospectus with the RoC and will not be circulated or distributed to the public in India or any other jurisdiction and will not constitute a public offer in India or any other jurisdiction.

Bahrain

All marketing and offering of the Equity Shares in the Issue has been made and will be made outside the Kingdom of Bahrain. This Placement Document and the Equity Shares that shall be offered pursuant to this Placement Document have not been registered, filed, approved or licensed by the Central Bank of Bahrain ("CBB"), the Bahrain Bourse, the Ministry of Industry, Commerce and Tourism ("MOICT") or any other relevant licensing authorities in the Kingdom of Bahrain.

The CBB, the Bahrain Bourse and the MOICT of the Kingdom of Bahrain takes no responsibility for the accuracy of the statements and information contained in this Placement Document, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein. This Placement Document is only intended for Accredited Investors as defined by the CBB and the Equity Shares offered by way of private placement may only be offered in minimum subscriptions of USD 100,000 (or equivalent in other currencies). No invitation to the public in the Kingdom of Bahrain to subscribe to the Equity Shares is being made and this Placement Document will not be issued to, passed to, or made available to the public generally in the Kingdom of Bahrain. The CBB has not reviewed, nor has it approved this Placement Document and any related offering documents or the marketing thereof in the Kingdom of Bahrain. The CBB is not and will not be responsible for the performance of the Equity Shares.

Cayman Islands

No offer or invitation to subscribe for Equity Shares may be made to the public in the Cayman Islands to subscribe for any of the Equity Shares but an invitation or offer may be made to sophisticated persons (as defined in the Cayman Islands Securities Investment Business Law (the "SIBL"), high net worth persons (as defined in the SIBL) or otherwise in accordance with the SIBL. This Placement Document does not constitute an invitation or offer to the public in the Cayman Islands of the Equity Shares, whether by way of sale or subscription. The Equity Shares are not being offered or sold, and will not be offered or sold, directly or indirectly, to the public in the Cayman Islands.

Dubai International Financial Centre

This Placement Document relates to an Exempt Offer in accordance with the Markets Rules Module of the Dubai Financial Services Authority ("DFSA") Rulebook. This Placement Document is intended for distribution only to persons of a type specified in the Markets Rules Module. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this Placement Document nor taken steps to verify the information set forth herein and has no responsibility for this Placement Document. The securities to which this Placement Document relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the securities offered should conduct their own due diligence on the securities. If you do not understand the contents of this Placement Document you should consult an authorized financial advisor.

In relation to its use in the DIFC, this Placement Document is strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any person other than the original recipient, and may not be reproduced or used for any other purpose. The interests in the securities may not be offered or sold directly or indirectly to the public in the DIFC.

European Economic Area

In relation to each Member State of the European Economic Area (each a "Member State"), no Equity Shares have been offered or will be offered pursuant to the Issue to the public in that Member State prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the competent authority in that Member State or, where appropriate, approved in another Member State and notified to the competent authority in that Member State, all in accordance with the Prospectus Regulation), except that offers of Equity Shares may be made to the public in that Member State at any time under the following exemptions under the Prospectus Regulation:

- to any legal entity which is a qualified investor as defined under the Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Regulation), subject to obtaining the prior consent of BRLM for any such offer; or
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Equity Shares shall result in a requirement for the publication by the Company or the BRLM of a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this section, the expression an "offer of Equity Shares to the public" in relation to any Equity Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares.

Except for each person who is not a qualified investor and who has notified the BRLM of such fact in writing and has received the consent of the BRLM in writing to subscribe for or purchase Equity Shares in the Issue, each person in a Relevant State who acquires Equity Shares in the Issue or to whom any offer is made shall be deemed to have represented that it is a "qualified investor" as defined in the Prospectus Regulation.

In the case of any Equity Shares being offered to a financial intermediary, as that term is used in Article 5 of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Equity Shares subscribed for or acquired by it in the Issue have not been subscribed for or acquired on a non-discretionary basis on behalf of, nor have they been subscribed for or acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Equity Shares to the public other than their offer or resale in a Relevant State to qualified investors (as so defined) or in circumstances in which the prior consent of the BRLM has been obtained to each such proposed offer or resale.

Our Company, the BRLM and their affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Hong Kong

The Equity Shares have not been offered or sold and will not be offered or sold in Hong Kong, by means of any document, other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the **"SFO"**) and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the **"C(WUMP)O"**) or which do not constitute an offer to the public within the meaning of the C(WUMP)O.

No advertisement, invitation or document relating to the Equity Shares, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO has been or will be issued, whether in Hong Kong or elsewhere.

Japan

The Equity Shares offered hereby have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the **"Financial Instruments and Exchange Act"**). The Placement Document is not an offer of shares for sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used in the Placement Document means any person resident in Japan, including any corporation or entity organized under the laws of Japan) or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

Jordan

The Securities have not been and will not be offered, sold or delivered at any time, directly or indirectly, in the Hashemite Kingdom of Jordan in a manner that would constitute a public offering. This Placement Document has not been and will not be reviewed or approved by, or registered with, the Jordan Securities Commission in accordance with its regulations and any other regulations in the Hashemite Kingdom of Jordan. The Securities are not and will not be traded on the Amman Stock Exchange.

Each of the BRLMs have represented and agreed that the Securities have not been and will not be offered, sold or promoted or advertised by it in Jordan other than in compliance with the Securities Law No. (76) of 2002, as amended, the Law Regulating Dealings in Foreign Exchange No. (50) of 2008, and regulations issued pursuant to them governing the issue of offering and sale of securities. Without limiting the foregoing, each Manager has represented and agreed that the Securities have not been and will not, in any manner, be offered, sold, promoted or advertised to more than thirty (30) persons in Jordan, without complying with the required approval and notification requirements set-out under the above-referenced laws and the regulations issued pursuant to them.

New Zealand

This Placement Document, and the information within and accompanying this Placement Document are not, and are under no circumstances to be construed as, an offer of the Equity Shares in New Zealand. No product disclosure statement, prospectus or similar offering or disclosure document in relation to the Equity Shares has been prepared or has been lodged with or reviewed or approved by the Financial Markets Authority, the Registrar of Financial Service Providers or any other regulatory body in New Zealand. The Equity Shares are only available for investment by a "wholesale investor" within the meaning of clause 3(2) of the Financial Markets Conduct Act 2013 ("**FMCA**"). Each recipient of this Placement Document represents and agrees that he, she or it:

a) is a “wholesale investor” for the purposes of clause 3(1) of Schedule 1 of the FMCA) (as the term “wholesale investor” is defined by clause (3)(2) of Schedule 1 of the FMCA);

b) has not offered or sold, and agrees he, she or it will not offer or sell, any Equity Shares in New Zealand in a manner that would require disclosure under Part 3 of the FMCA; and

has not distributed or published, and agrees he, she or it will not publish this Placement Document or any offering material or advertisement in relation to any offer of the Equity Shares in New Zealand.

Republic of Korea

The Equity Shares have not been and will not be registered under the Financial Investments Services and Capital Markets Act of Korea and the decrees and regulations thereunder (the **“FSCMA”**), and the Equity Shares have been and will be offered in Korea as a private placement under the FSCMA. None of the Equity Shares may be offered, sold or delivered directly or indirectly, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to any resident of Korea except pursuant to the applicable laws and regulations of Korea, including the FSCMA and the Foreign Exchange Transaction Law of Korea and the decrees and regulations thereunder (the **“FETL”**). Furthermore, the purchaser of the Equity Shares shall comply with all applicable regulatory requirements (including but not limited to requirements under the FETL) in connection with the purchase of the Equity Shares. By the purchase of the Equity Shares, the relevant holder thereof will be deemed to represent and warrant that if it is in Korea or is a resident of Korea, it purchased the Equity Shares pursuant to the applicable laws and regulations of Korea.

Kuwait

This document and does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, the Equity Shares in the State of Kuwait. The Equity Shares have not been licensed for offering, promotion, marketing, advertisement or sale in the State of Kuwait by the Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Equity Shares in State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of financial services/products in the State of Kuwait. No private or public offering of the Equity Shares is or will be made in the State of Kuwait, and no agreement relating to the sale of the Equity Shares will be concluded in the State of Kuwait and no marketing or solicitation or inducement activities are being used to offer or market the Equity Shares in the State of Kuwait.

Malaysia

No approval from the Securities Commission of Malaysia has been applied for or will be obtained for the offer or invitation in respect of the Issue under the Capital Markets and Services Act 2007. Neither has a prospectus been nor will be registered with the Securities Commission of Malaysia in connection with the Issue in Malaysia. Accordingly, this Placement Document or any amendment or supplement hereto or any other offering document in relation to the Issue may not be distributed in Malaysia directly or indirectly for the purpose of any offer of the Equity Shares. The Equity Shares may not be offered or sold in Malaysia except pursuant to, and to persons prescribed under, Part I of Schedule 6 of the Malaysian Capital Markets and Services Act and no person may offer for subscription or purchase any of the Equity Shares directly or indirectly to anyone in Malaysia.

Mauritius

The public of the republic of Mauritius is not invited to subscribe for the interests offered hereby. This memorandum relates to a private placement and does not constitute an offer to the public in Mauritius to subscribe for the interests offered hereby. the interests are only being offered to a limited number of sophisticated investors meeting the eligibility criteria. no regulatory approval has been sought for the offer in Mauritius and it must be distinctly understood that the Mauritius financial services commission does not accept any responsibility for the financial soundness of or any representations made in connection with the issue. The memorandum is for the use only of the named addressee and should not be given or shown to any other person.

Qatar (excluding the Qatar Financial Centre)

This Placement Document did not, and was not intended to, constitute an invitation or an offer of securities in the State of Qatar (including the Qatar Financial Centre) and accordingly should not be construed as such. The Equity Shares have not been, and shall not be, offered, sold or delivered at any time, directly or indirectly, in the State of Qatar. Any offering of the Equity Shares shall not constitute a public offer of securities in the State of Qatar.

By receiving this document, the person or entity to whom it has been provided to understands, acknowledges and agrees that: (a) neither this Placement Document nor the Equity Shares have been registered, considered, authorised or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority or any other authority or agency in the State of Qatar; (b) neither the Company nor the BRLM are authorised or licensed by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority, or any other authority or agency in the State of Qatar, to market or sell the Equity Shares within the State of Qatar; (c) this Placement Document may not be provided to any person other than the original recipient and is not for general circulation in the State of Qatar; and (d) no agreement relating to the sale of the Equity Shares shall be consummated within the State of Qatar.

No marketing of the Equity Shares has been or will be made from within the State of Qatar and no subscription to the Equity Shares may or will be consummated within the State of Qatar. Any applications to invest in the Equity Shares shall be received from outside of Qatar. This Placement Document shall not form the basis of, or be relied on in connection with, any contract in Qatar. The persons representing the BRLM are, by distributing this document, not advising individuals resident in the State of Qatar as to the appropriateness of investing in or purchasing or selling securities or other financial products. Nothing contained in this Placement Document is intended to constitute investment, legal, tax, accounting or other professional advice in, or in respect of, the State of Qatar.

Qatar and Qatar Financial Centre

Nothing in this Placement Document is intended to constitute, shall be treated as constituting or shall be deemed to constitute, any offer or sale of securities in the State of Qatar or in the Qatar Financial Centre or the inward marketing of securities or an attempt to do business, as a bank, an investment company or otherwise in the State of Qatar or in the Qatar Financial Centre other than in compliance with any laws applicable in the State of Qatar or in the Qatar Financial Centre governing the issue, offering and sale of securities under the laws of the State of Qatar and the Qatar Financial Centre.

This Placement Document and any underlying instruments or securities have not been and will not be filed with, reviewed or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Exchange or any other relevant Qatar governmental body or securities exchange. The Company has not been authorised or licenced by any Qatari governmental body or regulator to market, offer or sell the Equity Shares in the State of Qatar or in the Qatar Financial Centre.

This Placement Document is strictly private and confidential. This Placement Document is provided on an exclusive basis to the specifically intended recipient of such document, upon that person's request and initiative, and for the recipient's personal use only. It is being distributed to a limited number of qualified investors and must not be provided to any person other than the original recipient. It is not for general circulation in the State of Qatar or the Qatar Financial Centre and may not be reproduced or used for any other purpose. Any distribution of this document by the recipient to third parties in the State of Qatar or the Qatar Financial Centre is not authorised and shall be at the liability of such recipient.

Recourse against the Company and/or its affiliates may be limited or difficult and may have to be pursued in a jurisdiction outside the State of Qatar and/or the Qatar Financial Centre.

Saudi Arabia

This Placement Document may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Rules on the Offer of Securities and Continuing Obligations issued by the Capital Market Authority (**"CMA"**). The CMA does not make any representation as to the accuracy or completeness of this Placement Document and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this Placement Document. Prospective purchasers of the Equity Shares offered hereby should conduct their own due diligence on the accuracy of the information relating to the Equity Shares. If you do not understand the contents of this Placement Document, you should consult an authorised financial adviser.

Singapore

This Placement Document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Placement Document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Equity Shares may not be circulated or distributed, nor may the Equity Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the **"SFA"**), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Equity Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(i) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(ii) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 of the SFA except:

(a) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(b) where no consideration is or will be given for the transfer;

(c) where the transfer is by operation of law;

(d) as specified in Section 276(7) of the SFA; or

(e) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

Notification under Sections 309B(1)(a) and 309B(1)(c) of the SFA: We have determined, and hereby notify all relevant persons (as defined in Section 309A of the SFA) that the Equity Shares are: (A) prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and (B) Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment: Notice on Recommendations on Investment Products).

Singapore SFA Product Classification: In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the **"SFA"**) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the **"CMP Regulations 2018"**), the Company has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Equity Shares are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice

SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Sultanate of Oman

The information contained in this Placement Document does not constitute a public offer of securities in Oman as contemplated by the Oman Commercial Companies Law (Sultani Decree 18/2019, as amended) or Article 3 of the Capital Market Authority Law (Sultani Decree 80/98, as amended). This Placement Document will only be made available to investors in Oman in accordance with the provisions of Article 139 of the Executive Regulations of the Capital Markets Law (Capital Markets Law Decision No. 1/2009, as amended) (the "Executive Regulations") by an entity duly licensed by the Capital Market Authority of Oman to market non-Omani securities in Oman.

This Placement Document is strictly private and confidential. It is being provided to a limited number of sophisticated investors solely to enable them to decide whether or not to invest in the Equity Shares outside of Oman, upon the terms and subject to the restrictions set out herein and may not be reproduced or used for any other purpose or provided to any person other than the original recipient. Additionally, this Placement Document is not intended to lead to the making of any contract within the territory or under the laws of Oman.

This Placement Document has not been (and will not be) filed with the Capital Market Authority of Oman (except in accordance with Article 139 of the Executive Regulations) or any other regulatory authority in Oman and the Capital Market Authority of Oman neither assumes responsibility for the accuracy and adequacy of the statements and information contained in this Placement Document nor shall have any liability to any person for damage or loss resulting from reliance on any statements or information contained herein.

Switzerland

The Equity Shares may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act (**"FinSA"**) and no application has or will be made to admit the Equity Shares to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this Placement Document nor any other offering or marketing material relating to the Equity Shares constitutes a prospectus pursuant to the FinSA, and neither this Placement Document nor any other offering or marketing material relating to the Equity Shares may be publicly distributed or otherwise made publicly available in Switzerland.

The Equity Shares may, however, be offered in Switzerland to professional clients within the meaning of the FinSA, without any public offer and only to investors who do not purchase the Equity Shares with the intention to distribute them to the public. The investors will be individually approached from time to time. This Placement Document may only be used by those investors to whom it has been handed out in connection with the Offer described herein and may neither directly nor indirectly be distributed or made available to other persons without our express consent.

United Arab Emirates (excluding the Dubai International Financial Centre)

This Placement Document does not constitute or contain an offer of securities to the general public in the UAE. No offering, marketing, promotion, advertising or distribution (together, "Promotion") of this document or the Equity Shares may be made to the general public in the United Arab Emirates (the **"UAE"**) unless: (a) such Promotion has been approved by the UAE Securities and Commodities Authority (the **"SCA"**) and is made in accordance with the laws and regulations of the UAE, including SCA Board of Directors' Chairman Decision no. (3/R.M.) of 2017 (the **"Promotion and Introduction Regulations"**), and is made by an entity duly240 licensed to conduct such Promotion activities in the UAE; or (b) such Promotion is conducted by way of private placement made: (i) only to "Qualified Investors" (excluding **"High Net Worth Individuals"**) (as such terms are defined in the Promotion and Introduction Regulations); or (ii) otherwise in accordance with the laws and regulations of the UAE; or (c) such Promotion is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE. None of the SCA, the UAE Central Bank, the UAE Ministry of Economy or any other regulatory authority in the UAE has reviewed or approved the contents of this document nor does any such entity accept any liability for the contents of this document.

South Africa

Due to restrictions under the securities laws of South Africa, no "offer to the public" (as such term is defined in the South African Companies Act, No. 71 of 2008 (as amended or re-enacted) (the "South African Companies Act")) is being made in connection with the issue of the Securities in South Africa. Accordingly, this Placement Document does not, nor is it intended to, constitute a "registered prospectus" (as that term is defined in the South African Companies Act) prepared and registered under the South African Companies Act and has not been approved by, and/or filed with, the South African Companies and Intellectual Property Commission or any other regulatory authority in South Africa. The Securities are not offered, and the offer shall not be transferred, sold, renounced or delivered, in South Africa or to a person with an address in South Africa, unless one or other of the following exemptions stipulated in section 96 (1) applies:

i. the offer, transfer, sale, renunciation or delivery is to:

a) persons whose ordinary business is to deal in securities, as principal or agent;
b) the South African Public Investment Corporation;
c) persons or entities regulated by the Reserve Bank of South Africa;
d) authorised financial service providers under South African law;
e) financial institutions recognised as such under South African law;
f) a wholly-owned subsidiary of any person or entity contemplated in (c), (d) or (e), acting as agent in the
g) capacity of an authorised portfolio manager for a pension fund or collective investment scheme (in each
h) case duly registered as such under South African law); or
i) any combination of the person in (a) to (f);

ii. the total contemplated acquisition cost of the securities, for any single addressee acting as principal is equal to or greater than ZAR1,000,000 or such higher amount as may be promulgated by notice in the Government Gazette of South Africa pursuant to section 96(2)(a) of the South African Companies Act.

Information made available in this Placement Document should not be considered as "advice" as defined in the South African Financial Advisory and Intermediary Services Act, 2002.

United Kingdom

No Shares have been offered or will be offered pursuant to the Offering to the public in the United Kingdom prior to the publication of a prospectus in relation to the Shares which is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus Amendment etc. (EU Exit) Regulations 2019/1234, except that it may make an offer to the public in the United Kingdom of any Shares at any time:

(a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the BRLM for any such offer; or

(c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation,

provided that no such offer of the Shares shall require the Company or any BRLM to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to the Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

The Placement Document may not be distributed or circulated to any person in the United Kingdom other than to (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order"); and (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons together being referred to as "relevant persons"). The Placement Document is directed only at relevant persons. Other persons should not act on the Placement Document or any of its contents. The Placement Document is confidential and is being supplied to you solely for your information and may not be reproduced, redistributed or passed on to any other person or published, in whole or in part, for any other purpose.

United States of America

The Equity Shares have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in '*offshore transactions*', as defined in and in reliance on Regulations S and the applicable laws of the jurisdiction where those offers and sales are made. For further information, see "*Purchaser Representations and Transfer Restrictions*" on page [●].

Other Jurisdictions

The distribution of this Placement Document and the offer and sale of the Equity Shares may be restricted by law in certain jurisdictions. Persons into whose possession this Placement Document comes are required to inform themselves about, and to observe, any such restrictions to the extent applicable.

PURCHASER REPRESENTATIONS AND TRANSFER RESTRICTIONS

Due to the following restrictions, investors are advised to consult their legal counsel prior to subscribing for Equity Shares or making any resale, pledge or transfer of the Equity Shares.

Pursuant to Chapter VI of the SEBI ICDR Regulations, the Equity Shares Allotted in the Issue are not permitted to be sold for a period of one year from the date of Allotment, except on floor of the BSE or the NSE. Due to the following restrictions, investors are advised to consult their respective legal counsels prior to Bidding for the Equity Shares or making any offer, resale, pledge or transfer of the Equity Shares, except if the resale of the Equity Shares is by way of a regular sale on the BSE or the NSE. In addition to the above, Allotments made to Eligible QIBs, including VCFs and AIFs, in the Issue may be subject to lock-in requirements, if any, under the rules and regulations that are applicable to them. For more information, see "Selling Restrictions" on page 227.

U.S. TRANSFER RESTRICTIONS

U.S. Offer Purchaser Representations and Transfer Restrictions

The Equity Shares have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws.

If you purchase the Equity Shares offered in the United States in reliance upon Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act, by accepting delivery of this Placement Document, submitting a bid to purchase Equity Shares and/or accepting delivery of any Equity Shares, you will be deemed to have represented and agreed to us and the Book Running Lead Managers as follows:

- You (A) are a "qualified institutional buyer" (as defined in Rule 144A), (B) are aware that the sale of the Equity Shares to you is being made in reliance upon Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act and (C) are acquiring such Equity Shares for its own account or for the account of a "qualified institutional buyer";

- You understand and agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer understands and agrees) that the Equity Shares are being offered in a transaction not involving any public offering within the meaning of the U.S. Securities Act, 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 reoffered, resold, pledged or otherwise transferred except (A)(i) in the United States to a person who the seller reasonably believes is a "qualified institutional buyer" in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction in reliance upon Regulation S, as applicable, (iii) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 under the U.S. Securities Act (if available), (iv) pursuant to another available exemption from the registration requirements of the U.S. Securities Act, or (v) pursuant to an effective registration statement under the U.S. Securities Act, and (B) in each case, in accordance with all applicable securities laws of the states of the United States and any other jurisdiction in which such offers or sales are made;

- It agrees (or if it is a broker-dealer acting on behalf of a customer, its customer has confirmed to it that such customer agrees) that neither it, nor any of its affiliates, nor any person acting on its behalf, will make any "directed selling efforts" as defined in Regulation S, with respect to the Equity Shares. It acknowledges and agrees that it is not purchasing any Equity Shares as a result of any directed selling efforts;

- The Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for re-sales of any Equity Shares;

- You will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

- You will base your investment decision on a copy of this Placement Document. You acknowledge that neither our Company nor any of its affiliates nor any other person (including the Book Running Lead Managers) or any of their respective affiliates has made or will make any representations, express or implied, to you with respect to our Company, the Issue, the Equity Shares or the accuracy, completeness or adequacy of any financial or other information concerning our Company, the Issue or the Equity Shares, other than (in the case of our Company only) the information contained in this Placement Document, as it may be supplemented;

- You are a sophisticated investor and possess such knowledge and experience in financial, business and investments as to be capable of evaluating the merits and risks of the investment in the Equity Shares. You are experienced in investing in private placement transactions of securities of companies in similar jurisdictions. You and any accounts for you are subscribing to the Equity Shares for (i) are each able to bear the economic risk of the investment in the Equity Shares, (ii) will not look to our Company or any of the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to the investment in the Equity Shares, and (v) have no reason to anticipate any change in its or their circumstances, financial or otherwise, which may cause or require any sale or distribution by it or them of all or any part of the Equity Shares. You acknowledge that an investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment. You are seeking to subscribe to the Equity Shares in this Issue for your own investment and not with a view to distribution;

- You will notify any transferee to whom you subsequently offer, sell, pledge or otherwise transfer and the executing broker and any other agent involved in any resale of the Equity Shares of the foregoing restrictions applicable to the Equity Shares and instruct such transferee, broker or agent to abide by such restrictions;

- You acknowledge that if at any time its representations cease to be true, you agree to resell the Equity Shares at our Company’s request;

- You have been provided access to this Placement Document which you have read in its entirety; And

- You acknowledge and agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer acknowledges and agrees) that we, the Book Running Lead Managers, their affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements and agree that, if any of such acknowledgements, representations or agreements are no longer accurate you will promptly notify us; and if you are acquiring any of the Equity Shares as a fiduciary or agent for one or more accounts, you represent that you have sole investment discretion with respect to each such account and that you have full power to make, and do make, the foregoing acknowledgements, representations and agreements on behalf of each such account.

Any offer, resale, pledge or other transfer of the Equity Shares made other than in compliance with the above stated restrictions will not be recognized by us.

Global Offer Purchaser Representations and Transfer Restrictions

By accepting delivery of this Placement Document, submitting a bid to purchase Equity Shares and/or accepting delivery of my Equity Shares, you will be deemed to have represented and agreed as follows:

i. You will comply with all laws, regulations and restrictions (including the selling restrictions contained in this Placement Document) which may be applicable in your jurisdiction and you have obtained or will obtain any consent, approval or authorization required for you to purchase and accept delivery of Equity Shares, and you acknowledge and agree that none of us or the Book Running Lead Managers and their respective affiliates shall have any responsibility in this regard;

ii. You certify that you are, or at the time the Equity Shares are purchased will be, (a) the beneficial owner of the Equity Shares, you are located outside the United States of America (within the meaning of Regulation S), and you have not purchased the Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Equity Shares or an economic interest therein to any person in the United States; or (b) you are a broker-dealer acting on behalf of a customer and you customer has confirmed to you that (i) such customer is, or at the time the Equity Shares are purchased will be, the beneficial owner of the Equity Shares, (ii) such customer is located outside the United States of America (within the meaning of Regulation S), and (iii) such customer has not purchased the Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Equity Shares or an economic interest therein to any person in the United States;

iii. You understand and agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer understands and agrees) that the Equity Shares are being offered in a transaction not involving any public offering within the meaning of the U.S. Securities Act, 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 reoffered, resold, pledged or otherwise transferred except (A)(i) in the United States to a person who the seller reasonably believes is a "qualified institutional buyer" in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, as applicable, (iii) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 under the U.S. Securities Act (if available), (iv) pursuant to another available exemption from the registration requirements of the U.S. Securities Act, or (v) pursuant to an effective registration statement under the U.S. Securities Act, and (B) in each case, in accordance with all applicable securities laws of the states of the United States and any other jurisdiction;

iv. You agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer agrees) that neither you, nor any of your affiliates, nor any person acting on your behalf, will make any "directed selling efforts" as defined in Regulation S. You acknowledge and agree that you are not purchasing any Equity Shares as a result of any directed selling efforts.

v. You will base your investment decision on a copy of this Placement Document. You acknowledge that neither our Company nor any of its affiliates nor any other person (including the Book Running Lead Managers) or any of their respective affiliates has made or will make any representations, express or implied, to you with respect to our Company, the Issue, the Equity Shares or the accuracy, completeness or adequacy of any financial or other information concerning our Company, the Issue or the Equity Shares, other than (in the case of our Company) the information contained in this Placement Document, as may be supplemented.

vi. You acknowledge and agree (or if you're a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer acknowledges and agrees) that we, the Book Running Lead Managers, your affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements and agree that, if any of such acknowledgments, representations or agreements are no longer accurate, you will promptly notify us; and if you are acquiring any of the Equity Shares as a fiduciary or agent for one or more accounts, you represent that you have sole investment discretion with respect to each such account and that you have full power to make, and do make, the foregoing acknowledgments, representations and agreements on behalf of each such account.

Any offer, resale, pledge or other transfer of the Equity Shares made other than in compliance with the abovestated restrictions, will not be recognized by us.

THE SECURITIES MARKET OF INDIA

The information in this section has been extracted from documents available on the website of SEBI and the Stock Exchanges and has not been prepared or independently verified by our Company, the BRLM or any of their respective affiliates or advisors.

The Indian Securities Market

India has a long history of organised securities trading. In 1875, the first stock exchange was established in Mumbai. The BSE and the NSE together hold a dominant position among the stock exchanges in terms of the number of listed companies, market capitalisation and trading activity.

Stock Exchanges Regulation

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government acting through the Ministry of Finance, Capital Markets Division, under the SCRA and the SCRR. SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the SCR (SECC) Rules, which regulate inter alia the recognition, ownership and internal governance of stock exchanges and clearing corporations in India together with providing for minimum capitalisation requirements for stock exchanges. The SCRA, the SCRR and the SCR (SECC) Rules along with various rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations and guidelines concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign portfolio investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

Listing and Delisting of Securities

The listing of securities on a recognised Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the SEBI Act, SEBI Listing Regulations and various guidelines and regulations issued by the SEBI and the stock exchanges. The SCRA empowers the governing body of each recognised stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company's obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and bye-laws of the stock exchanges in India, to overrule a stock exchange's governing body and withdraw recognition of a recognized stock exchange.

SEBI has notified the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, in relation to the voluntary and compulsory delisting of equity shares from the stock exchanges. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

Minimum Level of Public Shareholding

All listed companies are required to ensure a minimum public shareholding at 25.00%. Further, where the public shareholding in a listed company falls below 25.00% at any time, such company is required to bring the public shareholding to 25.00% within a maximum period of 12 months from the date of such fall. Consequently, a listed company may be delisted from the stock exchanges for not complying with the above-mentioned requirement. Our Company is in compliance with this minimum public shareholding requirement.

Index-Based Market-Wide Circuit Breaker System

In order to restrict abnormal price volatility in any particular stock, the SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at three stages of the index movement, at 10.00%, 15.00% and 20.00%. These circuit breakers, when triggered, bring about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of the BSE or the S&P CNX NIFTY of the NSE, whichever is breached earlier.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise circuit breakers. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

BSE

Established in 1875, it is the oldest stock exchange in India. In 1956, it became the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. Pursuant to the BSE (Corporatization and Demutualization) Scheme 2005 of SEBI, with effect from August 19, 2005, BSE was incorporated as a company under the Companies Act, 1956. BSE was listed on NSE with effect from February 3, 2017. It has evolved over the years into its present status as one of the premier stock exchanges of India.

NSE

The NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. It has evolved over the years into its present status as one of the premier stock exchanges of India. The NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000. NSE launched the NSE 50 Index, now known as S&P CNX NIFTY, on April 22, 1996 and the Mid-cap Index on January 1, 1996.

Internet-based Securities Trading and Services

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. Stockbrokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI. The NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the "equities" as well as the "derivatives" segments of the NSE.

Trading Hours

Trading on both the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m.). The BSE and the NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

Trading Procedure

In order to facilitate smooth transactions, the BSE replaced its open outcry system with BSE On-line Trading (**"BOLT"**) facility in 1995. This totally automated screen-based trading in securities was put into practice nationwide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work. In the year 2014, BSE introduced its new generation trading platform, BOLT Plus.

NSE has introduced a fully automated trading system called National Exchange for Automated Trading (**"NEAT"**), which operates on strict time/price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

SEBI Listing Regulations

Public listed companies are required under the SEBI Listing Regulations to prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations.

SEBI Takeover Regulations

Disclosure and mandatory bid obligations for listed Indian companies are governed by the SEBI Takeover Regulations which provide specific regulations in relation to substantial acquisition of shares and takeover. The SEBI Takeover Regulations prescribes certain thresholds or trigger points in the shareholding a person or entity has in the listed Indian company, which give rise to certain obligations on part of the acquirer. Acquisitions up to a certain threshold prescribed under the SEBI Takeover Regulations mandate specific disclosure requirements, while acquisitions crossing particular thresholds may result in the acquirer having to make an open offer of the shares of the target company. The SEBI Takeover Regulations also provides for the possibility of indirect acquisitions, imposing specific obligations on the acquirer in case of such indirect acquisition. The SEBI Takeover Regulations also provides certain general exemptions which exempt certain acquisitions from the obligation to make an open offer.

SEBI Insider Trading Regulations

The SEBI Insider Trading Regulations have been notified to prohibit and penalise insider trading in India. An insider is, among other things, prohibited from dealing in the securities of a listed company when in possession of unpublished price sensitive information ("UPSI"). The SEBI Insider Trading Regulations, inter alia, impose certain restrictions on the communication of information by listed companies. Under the SEBI Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities to any person including other insiders; and (ii) no person shall procure or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the SEBI Insider Trading Regulations. The SEBI Insider Trading Regulations make it compulsory for listed companies and certain other entities that are required to handle UPSI in the course of business operations to establish an internal code of practices and procedures for fair disclosure of UPSI and to regulate, monitor and report trading by insiders. To this end, the SEBI Insider Trading Regulations provide principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of UPSI and minimum standards for code of conduct to regulate, monitor and report trading by insiders. There are also initial and continuing shareholding disclosure obligations under the SEBI Insider Trading Regulations. The SEBI Insider Trading Regulations also provides for disclosure obligations for promoters, employees and directors, with respect to their shareholding in the company, and the changes therein. The board of directors of all listed companies are required to formulate and publish on the company's website a code of procedure for fair disclosure of UPSI along with a code of conduct for its employees for compliances with the SEBI Insider Trading Regulations. Insider Trading Regulations prescribe that the board of directors or head(s) of listed companies shall ensure that a structured digital database be maintained, containing the nature of unpublished price sensitive information, the names and details of persons who have shared the information and the names and details person with whom information is shared.

Depositories

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI framed regulations in relation to the registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depository system has significantly improved the operation of the Indian securities markets.

Derivatives (Futures and Options)

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term "securities", as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organisation under the supervision of the SEBI.

DESCRIPTION OF THE EQUITY SHARES

The following is information relating to the Equity Shares including a brief summary of the Memorandum of Association and Articles of Association and the Companies Act. Bidders are urged to read the Memorandum of Association and Articles of Association carefully, and consult with their advisers, as the Memorandum of Association and Articles of Association and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.

Share capital

The authorized share capital of our Company is Rs. 29,25,00,000 divided into 14,62,50,000 Equity Shares of face value of Rs. 2 each. For further details, see "Capital Structure" beginning on page 82.

Dividends

Under Indian law, a company pays dividends upon a recommendation by its board of directors and approval by a majority of the shareholders at the AGM of shareholders held each financial year. Under the Companies Act, unless the board of directors of a company recommends the payment of a dividend, the shareholders at a general meeting have no power to declare any dividend. Subject to certain conditions specified under Section 123 of the Companies Act and the rules made thereunder no dividend can be declared or paid by a company for any financial year except (a) out of the profits of the company for that year after providing depreciation, calculated in accordance with the provisions of the Companies Act; or (b) out of the profits of the company for any previous financial year(s) arrived at in accordance with the Companies Act and remaining undistributed; or (c) out of both; or (d) out of money provided by the Central Government or a state Government for payment of dividend by the Company in pursuance of a guarantee given by that Government.

Further, as per the Companies Act, read with the Companies (Declaration and Payment of Dividend) Rules, 2014, in case of the inadequacy or absence of profits in any year, a company may declare dividend out of the accumulated profits earned in previous years and transferred to the free reserves, provided: (a) the rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year; provided, this rule shall not apply to a company, which has not declared any dividend in each of the three preceding financial years; (b) the total amount to be drawn from such accumulated profits shall not exceed one-tenth of the sum of the paid up share capital of the company and free reserves as per its most recent audited financial statements; (c) the amount so drawn shall be first utilised to set off the losses incurred by the company in the financial year in which the dividend is declared before any dividend in respect of equity shares is declared; and (d) the balance of the reserves of our Company after such withdrawal shall not fall below 15% of the company's paid up share capital as per its most recent audited financial statements.

These dividends are required to be deposited into a separate bank account within five days of the declaration of such dividend and paid to shareholders within 30 days of the date of its declaration. The Articles of Association provide that our Company in its general meeting may declare dividends to be paid to the members according to their shareholding. The dividend shall not exceed the amount recommended by our Board. Further, our Board may from time to time pay the members interim dividend as may appear to them to be justified. No dividend may be paid otherwise than out of the profits of our Company, arrived at in the manner provided under the Companies Act.

The dividends of our Company shall be divisible among the members in proportion of the amount of capital paid up or credited as paid-up on the Equity Shares, held by them for the respective period of the holding of the Equity Shares or both. However, our Board may retain any dividends on which our Company may have a lien and may apply the same towards the satisfaction of the debts or liabilities in respect of which the lien exists. All dividends shall be apportioned and paid on the amounts paid or credited as paid on the Equity 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 dividends as from a particular date, such Share shall rank for dividend accordingly. No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his Equity Shares while any money may be due or owing from him to the company and our Board may deduct from the interest or dividend to any member all such sums of money so due from him to our Company. A transfer of Equity Shares shall not pass the right to any dividend declared therein before the registration of the transfer.

The Companies Act states that any dividends that remain unpaid or unclaimed after that period are to be transferred to a special bank account. Any dividend amount (along with interest) that remains unpaid or unclaimed for seven years from the date of such transfer is to be transferred by our Company to a fund, called the Investor Education and Protection Fund, created by the Government. In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years, shall be transferred by the Company to the Investor Education and Protection Fund along with a statement containing requisite details.

Capitalisation of Reserves and Issue of Bonus Shares

In addition to permitting dividends to be paid out of current or retained earnings as described above, the Companies Act permits the board of directors, if so approved by the shareholders in a general meeting, to capitalise its profits or reserves for the purpose of issuing fully paid-up bonus shares, which are similar to stock dividend. The Companies Act permits the issue of fully paid-up bonus shares from its free reserves, securities premium account or capital redemption reserve account, provided that bonus shares shall not be issued by capitalising reserves created by revaluation of assets. These bonus Equity Shares must be distributed to shareholders in proportion to the number of Equity Shares owned by them as recommended by the board of directors.

Any issue of bonus shares by a listed company would be subject to the SEBI regulations. The relevant SEBI regulations prescribe that no company shall make a bonus issue of Equity Shares if it has outstanding fully or partly convertible debt instruments at the time of making the bonus issue, unless it has made reservation of the Equity Shares in the same class in favour of the holders of the outstanding convertible debt instruments in proportion to the convertible part thereof and the Equity Shares reserved for the holders of fully or partly convertible debt instruments shall be issued at the time of conversion of such convertible debt instruments on the same terms or same proportion on which the bonds were issued. Further, for issuance of such bonus shares, a company should not have defaulted in the payment of interest or principal in respect of fixed deposits and interest on existing debentures or principal on redemption of such debentures. The declaration of bonus shares in lieu of a dividend cannot be made. The bonus issuance shall be made out of free reserves built out of genuine profits or share premium collected in cash only. The reserves created by revaluation of fixed assets cannot be capitalised. Further, a company should have sufficient reason to believe that it has not defaulted in respect of the payment of statutory dues of the employees, such as contributions to provident funds, gratuities and/or bonuses.

The Company in General Meeting may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund, or any Capital Redemption Reserve Account, or in the hands of the Company and available for dividend (or representing premium received on the issue of Equity Shares and standing to the credit of the Shares Premium Account) be capitalized and distributed among such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide, any unissued shares or debentures or debenture-stock of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture-stock and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum, provided that a Share Premium Account and a Capital Redemption Reserve Account may, for the purposes of this Article, only be applied in the paying of any unissued shares to be issued to members of the Company as fully paid bonus shares.

Alteration of Share Capital

Subject to the provisions of the Companies Act our Company may increase its share capital by issuing new shares on such terms and with such rights as it, by action of our Shareholders in a General Meeting may determine. According to Section 62(1)(a) of the Companies Act such new shares shall be offered to existing shareholders in proportion to the paid-up share capital on those shares at that date. The offer shall be made by notice specifying the number of shares offered and the date (being not less than 15 days and not exceeding 30 days from the date of the offer) within which the offer, if not accepted, will be deemed to have been declined. After such date or on receipt of earlier intimation from the persons to whom such notice is given that they decline to accept the shares offered, the Board may dispose of the shares offered in respect of which no acceptance has been received in a manner which shall not be disadvantageous to the shareholders of our Company. The offer is deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any other person. Private Placement and Public Issues shall be undertaken pursuant to Chapter III of the Companies Act.

Under the provisions of Section 62(1)(c) of the Companies Act and the Companies (Share Capital and Debentures) Rules, 2014, new shares may be offered to any persons whether or not those persons include existing shareholders or employees to whom shares are allotted under a scheme of employees stock options, either for cash or for consideration other than cash, if a special resolution to that effect is passed by our Company's shareholders in a general meeting. Our Company may, by a resolution passed in a general meeting, from time to time, increase the share capital by the creation of new Equity Shares of such amount as may be deemed expedient and specified in the resolution. Such increase in the share capital shall be subject to compliance with the provision of the Companies Act and of any other laws that may be in force. New Equity Shares shall be issued upon such terms and conditions and with such rights and privileges attached thereto as are consistent with provisions of the Companies Act and which the general meeting, resolving upon the creation thereof shall direct and if no direction be given, as our Board shall determine, and in particular such Equity Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of our Company and with a special or without any right of voting, subject to the conditions prescribed under the Companies Act.

Our Company may by Ordinary Resolution:

Consolidate and divide its Equity Shares or any of them into Equity Shares of larger amount than its existing Equity Shares; subject to the applicable approvals under the Companies Act for any consolidation and division which results in changes in the voting percentage of members;

Subdivide its existing Equity Shares or any of them into Equity Shares of smaller amount than is fixed originally by the Memorandum of Association, such that in the subdivision, the proportion between the amount paid and the amount unpaid on each reduced Share be the same as it was in the case of the Share from which the reduced Share is derived and other conditions, if any, laid down by the Articles of Association;

Cancel any Equity Shares which at the date of the passing of the ordinary resolution, have not been taken or agreed to be taken by any person and also may diminish the amount of its Share capital by the amount of the Equity Shares so cancelled.

Further, our Company may, from time to time, by special resolution, reduce its share capital or any share premium account in any manner, subject to any incident authorized and consent required by law.

General Meetings of Shareholders

Every year our Company is required to hold an annual general meeting in addition to any other meetings. Further, our Board may, whenever it thinks fit, call an extraordinary general meeting and shall, on the requisition of a number of members who constitute not less than one-tenth of the paid-up capital of our Company, proceed to call an extraordinary general meeting. Not less than 21 days' clear notice in writing of the general meeting is to be given, but shorter notice may be given if consent in writing is accorded by all the members entitled to vote and in case of any other meetings, with the consent of members holding not less than 95 per cent of such part of the paid-up Share capital of our Company which gives a right to vote at the meeting. For a meeting of the shareholders, (i) five shareholders present in person, if the number of shareholders as on the date of meeting is not more than 1,000; (ii) 15 shareholders present in person, if the number of shareholders as on the date of the meeting is more than 1,000 but up to 5,000; and (iii) 30 shareholders present in person, if the number of shareholders as on the date of meeting exceeds 5,000, shall constitute a quorum for a general meeting of our Company, whether AGM or EGM. No business is to be transacted at the general meeting unless the requisite quorum is present at the commencement of the same. If the quorum is not present within half an hour of the time appointed for a meeting, the meeting, if convened upon such requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place. The Articles of Association further provide that no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

The Chairman of our Board shall be entitled to take the chair at every general meeting or, if there is no such chairman, or if at any general meeting he is not present within fifteen minutes after the time appointed for holding such general meeting or is unwilling to act as Chairman, the Directors present shall elect one of them to be the chairman of the meeting. If no Director is present or if all the Directors present decline to take the chair, then the members present shall choose one amongst themselves to be chairman of the general meeting.

A company intending to pass a resolution relating to matters such as, but not limited to, amendments to the objects clause of the Memorandum of Association, a variation of the rights attached to a class of shares or debentures or other securities, buy-backs of shares, giving loans or extending guarantees in excess of limits prescribed, is required to obtain the resolution passed by means of a postal ballot instead of transacting the business in our Company's general meeting. A notice to all the shareholders shall be sent along with a draft resolution explaining the reasons thereof and requesting them to send their assent or dissent in writing on a postal ballot within a period of 30 days from the date of posting the notice. Postal ballot includes voting by electronic mode.

Voting Rights

Every member present in person shall have one vote on poll and the member present in person or by proxy shall have one vote for each Share of our Company held by him, subject to any rights or restrictions for the time being attached to any class or classes of Equity Shares. The Articles of Association provide that votes may be given by proxies in a manner as authorized under the Articles of Association.

The instrument appointing a proxy is required to be lodged at the registered office at least 48 hours before the time of the meeting. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument or transfer of the Share in respect of which the vote is given provided no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office of our Company before the general meeting. Provided never the less that the chairman of any general meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked.

No member is entitled to be present or to vote on any question either personally or by proxy or as proxy for another member at any general meeting or upon a poll or to be reckoned in a quorum while any call or other sum payable to our Company in respect of any of the Equity Shares of such member shall remain unpaid, and no member is entitled to be present or to vote at any general meeting in respect of any Equity Share that he has acquired by transfer unless his name is entered as the registered holder of the Equity Share in respect of which he claims to vote, but this shall not affect Equity Shares acquired under a testamentary disposition or by succession to an intestate or under an insolvency or liquidation.

Ordinary resolutions may be passed by simple majority of those present and voting and those voting electronically. Special resolutions require that the votes cast in favour of the resolution must be at least three times the votes cast against the resolution.

Directors

The Articles of Association provide that the number of Directors shall not be less than three and not be more than fifteen. The Directors shall be appointed by our Company in the general meeting subject to the provisions of the Companies Act and the Articles of Association. The Companies Act provides that not less than two-thirds of the total number of directors on the board of a company, excluding the independent directors, shall be liable to retire by rotation. One-third of the directors shall automatically retire every year at the annual general meeting and shall be eligible for re-appointment. The directors to retire by rotation shall be decided based on those who have been longest in office, and as between persons appointed on the same day, the same shall be decided by mutual agreement or by draw of lots. The independent directors may be appointed for a maximum of two terms of up to five consecutive years each; however, such directors are eligible for re-appointment after the expiry of three years of ceasing to be an independent director provided that such directors were not, during the three-year period, appointed in or associated with the company in any other capacity, either directly or indirectly. Any reappointment of independent directors, inter alia, shall be on the basis of performance evaluation report and requires the approval of the shareholders by way of a special resolution.

Our Board is required to meet at least once every 120 days for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit provided that at least four such meetings shall be held in every year. The quorum for a meeting of our Board is one-third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors, whichever is higher. However, where it involves a decision on an affirmative vote item, the quorum is required to include an investor Director.

Buy-back

Our Company may buy back its own Equity Shares or other specified securities subject to the provisions of the Companies Act and the related SEBI guidelines issued in connection therewith.

Transfer and transmission of shares

Shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by SEBI. These regulations provide the regime for the functioning of the depositories and the participants and set out the manner in which the records are to be kept and maintained and the safeguards to be followed in this system.

Transfers of beneficial ownership of shares held through a depository are subject to STT (levied on and collected by the stock exchanges on which such equity shares are sold), however, are exempt from stamp duty. Our Company has entered into an agreement for such depository services with NSDL and CDSL.

SEBI requires that the shares for trading and settlement purposes be in book-entry form for all investors, except for transactions that are not made on a stock exchange and transactions that are not required to be reported to the stock exchange. Our Company shall keep a book in which every transfer or transmission of shares will be entered. Pursuant to the SEBI Listing Regulations, except in case of transmission or transposition of Equity Shares, requests for effecting transfer of Equity Shares shall not be processed unless the Equity Shares are held in dematerialized form with a depository. The Equity Shares shall be freely transferable, subject to applicable laws.

Liquidation Rights

In the event that our Company is wound up, and the assets available for distribution among the members as such are insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the Equity Shares held by them respectively. And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the paid-up capital at the commencement of the winding up the excess shall be distributed amongst the members but this shall be without prejudice to the rights of member registered in respect of Equity Shares issued upon special terms and conditions. On winding up, preference shares issued by our Company, if any, shall rank in priority to Equity Shares but shall not be entitled to any further participation in profits or assets.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To

The Board of Directors
Goodluck India Limited
509, Arunachal Building, Barakhamba Road,
Connaught Place, New Delhi-110001 India

Dear Sirs/Madams,

Sub: Qualified institutions placement of equity shares of face value of ₹2 each ("Equity Shares") under Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and applicable provisions of the Companies Act, 2013, and the rules framed thereunder, each as amended ("Companies Act") by Goodluck India Limited (the "Company", and such qualified institutions placement, the "Issue")

1. This certificate is issued in accordance with our engagement letter dated 02nd January, 2024 with the Company in relation to the Issue.

2. We, Vipin Kumar & Co., Chartered Accountants, (Firm Registration No. 002123C), statutory auditors of the Company, have been requested by the Company to report in the enclosed **Annexure**, the possible income-tax benefits available to the Company and its shareholders under the Income-tax Act, 1961 as amended **('the Act'),** Income Tax rules,1962, as amended **('the Rules')** thereunder and recent amendments/ ordinances as applicable & presently in force in India (collectively, the **"Tax Laws").**

3. We hereby report that the enclosed Annexure prepared by the Company, initialled by us for identification purpose, states the possible income-tax benefits available to the Company and its shareholders under the Income Tax Laws as applicable for financial year 2023-24, relevant to the assessment year 2024-25 presently in force in India as on the date of this certificate.

4. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

5. The benefits discussed in the enclosed Annexure are not exhaustive and the preparation of the contents stated in the Annexure is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing Tax Laws, each investor is advised to consult its tax consultant with respect to the specific tax implications arising out of their participation in the proposed Issue.

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

   a. the Company or its shareholders will obtain/ continue to obtain these tax benefits in future;
   b. conditions prescribed for availing the tax benefits have been / would be met with, and
   c. the revenue authorities / courts will concur with the views expressed herein

   Our views are based on the existing provisions of the income-tax laws and their interpretation, which are subject to change from time to time. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (Revised 2016) **("Guidance Note")** issued by the Institute of Chartered Accountants of India **("ICAI").** The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagements.

8. We hereby consent to the inclusion and use of this certificate and the Annexure thereto in the Placement Document, the Placement Document and Placement Document or other offering materials, as required, in connection with the Issue and for submission to the Securities and Exchange Board of India, Stock Exchanges and any other authority as may be required.

9. The aforesaid consent and information contained herein may be relied upon by the Khambatta Securities Limited (hereinafter referred as "Book Running Lead Manager" or "BRLM") and legal counsels appointed pursuant to the Issue in conducting and documenting their due diligence in relation to the Issue and may be submitted to SEBI, the Stock Exchanges and any other regulatory or statutory authority in respect of the Issue and for the records to be maintained by the BRLM in connection with the Issue.

10. This certificate may be disclosed by BRLM, if required, (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory / statutory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

For Vipin Kumar & Company
Chartered Accountants
Firm Registration Number - 002123C

(V. K. AGARWAL)
Partner
Membership Number: 071279
UDIN: 24071279BKEXBH2739

Place: Saharanpur
Date: 10.01.2024

ANNEXURE

The statement of general tax benefits available to the Goodluck India Limited ("the Company") and the Shareholders

Under The Direct Tax Laws (Income Tax Act, 1961 (Act))

This statement sets out below the possible tax benefits available to the Company and its investors to whom shares may be allotted in terms of proposed Issue under the current tax laws presently in force in India. Several of these benefits are dependent on fulfilling various conditions prescribed under the relevant tax laws and subject to General Anti Avoidance Rules covered under Chapter X-A of the Act. Accordingly, the ability of the Company and its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which are based on the business imperatives, the Company or the shareholders may or may not choose to fulfil.

This statement sets out below the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences/implications of the subscription, ownership and disposal of equity shares pursuant to the proposed Issue. This statement is only intended to provide general information to the investors and is neither exhaustive or comprehensive nor designed or intended to be a substitute for professional/legal tax advice. In view of the individual nature of tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

In respect of non-residents, the tax rates and the consequent taxation, mentioned in this section shall be further subject to any benefits available under the Double Taxation Avoidance Agreement (DTAA), if any, read with the relevant multi-lateral instrument (MLI) between India and the country in which the non-resident is resident for tax purposes.

We understand that the proposed Issue by the Company will not cover individuals and Hindu undivided families. Accordingly, tax benefits to them if any are not covered.

A. Tax benefits available to the company under the act:

1. Benefit of lower rate of tax under Section 115BAA of the Act

Section 115BAA has been inserted in the Act by the Finance Act, w.e.f. AY 2020-21, which grants an option to all domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%). The said benefit is available subject to the condition that the Company does not claim the deductions/incentives as specified in sub-clause 2(i) of section 115BAA of the Act.

In case the Company opts for the concessional income tax rate as prescribed under section 115BAA of the Act, it will not be allowed to claim any of the following deductions/ exemptions:

i. Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone)

ii. Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)

iii. Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)

iv. Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)

v. Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)

vi. Deduction under section 35CCD (Expenditure on skill development)

vii. Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA (Deduction in respect of employment of new employees) and 80M (Deduction in respect of certain intercorporate dividends);

viii. No set-off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above.

ix. No set-off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from point i to ix above.

x. Additional depreciation if any as per Section 32(1)(iia)

The provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable if the Company opts for the concessional income tax rate as prescribed under section 115BAA of the Act. Further, the Company will not be entitled to claim tax credit relating to MAT.

The Company have opted for the lower tax regime under section 115BAA from A. Y. 2021-22 (F. Y. 2020-21).

2. Section 32 of the Act Depreciation Allowance

As per section 32(1) of the Act, the Company can claim depreciation allowance at the prescribed rates in respect of its tangible and intangible assets.

Further, as per the provisions of section 32(1)(iia) of the Act, the Company is entitled to claim additional depreciation at the rate of 20% of the actual cost of any new plant or machinery acquired and installed during the year. In case such new plant or machinery is put to use for less than 180 days, the additional depreciation is allowed at 10% of its actual cost in such year and balance 10% of the actual cost in the immediately succeeding year.

However, the Company shall not be entitled for the additional depreciation under section 32(1)(iia) as it has opted for the benefit of lower rate of tax under section 115BAA of the Act as discussed at para (1) above.

3. Section 36(1)(vii) of the Act Allowance of bad debts written off

Under section 36(1)(vii), any bad debt or part thereof which has been written off as irrecoverable in the books of accounts is allowable as deduction for computing the income under the head "Profit and gains of business or profession", subject to the fulfilment of the conditions as specified in section 36(2) read with section 36(1)(vii) of the Act.

4. Deductions in respect of donations

A deduction equal to 100% or 50%, as the case may be, on sums paid as donations to certain specified entities is allowable as per section 80G of the Act while computing the total income of the Company.

A deduction amounting to 100% of any sum contributed to a political party or an electoral trust, otherwise than by way of cash, is allowable under section 80GGB of the Act while computing total income of the Company

However, the above benefit shall not be available to the entity which has opted for the benefit of lower rate of tax under section 115BAA of the Act as discussed at para (a) above.

In view of the same, for FY 2020-21 and onwards the Company shall not be eligible for any deduction under section 80G/80GGB of the Act.

5. Section 80JJAA – Deduction of additional employee cost

The Company is entitled to claim a deduction of an amount equal to 30% of additional employee cost incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided under section 80JJAA of the Act, subject to the fulfilment of prescribed conditions therein.

6. Taxation on dividend income

According to the Finance Act, 2020 any income by way of dividends or income from equity shares are now taxable in the hands of shareholder at the applicable rate and the domestic company or specified company are not required to pay any dividend distribution tax ("DDT") w.e.f. 01.04.2020.

7. Taxability of income from capital gains

As per section 2(42A) of the Act, if the period of holding of a security (other than a unit) listed on a recognised stock exchange in India or a unit of the Unit Trust of India or a unit of an equity-oriented fund or a zero-coupon bond is more than 12 months, it will be considered a long-term capital asset as per section 2(29A) of the Act. With respect to immovable property (being land or building or both) and shares of a company not being listed on a recognized stock exchange, the determinative period of holding shall be more than 24 months for it to be regarded as long-term capital asset. With respect to other assets including a unit of a mutual fund other than equity oriented mutual fund or unit of a business trust, the determinative period of holding is more than 36 months for it to be regarded as long-term capital asset. Asset not considered as long-term capital asset shall be regarded as short-term capital assets

As per the provisions of section 112(1)(d) of the Act, gains arising on the transfer of long-term capital assets shall be chargeable to tax at the rate of 20% (plus applicable surcharge and cess). However, as per the proviso to section 112 of the Act, the tax on long term capital gains resulting on transfer of listed securities (other than those covered under section 112A) and Zero Coupon Bonds shall be the lower of the following:

a. 20% (plus applicable surcharge and cess) with indexation benefit; or

b. 10% (plus applicable surcharge and cess) without indexation benefit

The short-term capital gains are chargeable to tax at a normal tax rate (plus applicable surcharge and cess).

As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

B. General Tax Benefits/Implications to Shareholder/ Investors of the Company

The following tax benefits are generally available to the shareholders of all companies subject to the fulfilment of the conditions specified in the Act:

B.1. For resident shareholders

1. Exemption on Dividend Income received from Indian Company

Dividend income earned on shares of the Company will be taxable in the hands of shareholders as to such shareholder. The shareholder is eligible to claim deduction of interest expense wholly and exclusively incurred for earning of such dividend income under section 57 of the Act. However, such deduction is restricted to 20 per cent of dividend received.

Further, in case of a shareholder being a company, deduction in respect of dividends received from the Company shall be available under section 80M of the Act, to the extent such dividend is distributed by it on or before the specified due date.

2. Taxability of gain/ loss arising from sale of shares of the Company:

The characterization of gains/ losses, arising from sale of shares, as capital gains or business income would depend on the nature of holding in the hands of the shareholder and various other factors.

Taxability under the head 'capital gains'

Income arising from transfer of shares of the Company held for more than 12 months and subject to securities transaction tax, shall be considered as long-term capital assets. The shares which are not considered as long-term capital assets shall be considered as short-term capital assets.

Section 112A of the Act provides for concessional rate of 10% (plus applicable surcharge and cess) on long term capital gains (exceeding Rs. 1,00,000) arising from equity shares of the Company, if STT has been paid on both acquisition and transfer of such shares. The benefit of indexation under the second proviso to section 48 of the Act shall not be applicable for computing long term capital gains taxable under section 112A of the Act.

As per section 112 of the Act, the tax on long term capital gains resulting on transfer of listed shares of the Company (other than those covered under section 112A) shall be the lower of the following:

a. 20% (plus applicable surcharge and cess) with indexation benefit; or
b. 10% (plus applicable surcharge and cess) without indexation benefit

As per the provisions of section 111A of the Act, short term capital gain arising from transfer of equity share in the Company through a recognized stock exchange and subject to STT shall be taxable at a concessional rate of 15% (plus applicable surcharge and cess if any).

As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

Taxability under the head 'income from business and profession'

Where the gains arising on the transfer of shares of the Company are included in the business income of a shareholder and assessable under the head "Profits and Gains from Business or Profession" and on such transfer is subjected to STT, then such STT shall be a deductible expense from the business income as per the provisions of section 36(1)(xv) of the Act.

B.2. For non-resident shareholders being Foreign Portfolio Investors ('FPIs') / Foreign Institutional Investors ('FIIs')

a) Taxability of dividend income from shares of the Company

Dividend income earned on shares of the Company will be taxable in the hands of shareholders as 'income from other sources' at tax rate applicable to such shareholder.

b) Taxability of gain/ loss arising from sale of shares of the Company

As per section 2(14) of the Act, transfer of any shares/ securities (other than those held as stock in trade) being invested in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992 shall be deemed to be treated as Capital Gains.

Income arising from transfer of shares of the Company held for more than 12 months and subject to securities transaction tax, shall be considered as long-term capital assets. The shares which are not considered as long-term capital assets shall be considered as short-term capital assets.

Section 115AD read with section 112A of the Act provides for concessional rate of 10% (plus applicable surcharge and cess) on long term capital gains (exceeding Rs. 1,00,000) arising from equity shares of the Company, if STT has been paid on both acquisition and transfer of such shares. The benefit of indexation under the second proviso to section 48 of the Act shall not be applicable for computing long term capital gains taxable under section 112A of the Act.

As per section 115AD of the Act, the tax on long term capital gains resulting on transfer of listed shares of the Company (other than those covered under section 112A) shall be 10% (plus applicable surcharge and cess) without indexation benefit.

Under section 115AD(1)(ii) of the Act, income by way of short term capital gains arising to the FPI/ FII on transfer of shares of the Company shall be chargeable at the rate of 15% (plus applicable surcharge and cess) if such transaction of sale is entered on a recognised stock exchange in India and is chargeable to STT.

As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

Under the provisions of section 90(2) of the Act, a non-resident will be governed by the provisions of the country of tax residence of the FII/ FPI or the provisions of the Act, to the extent they are more beneficial to the FII/ FPI.

B.3. For non-resident shareholders, other than FPIs/ FIIs

a) Taxability of dividend income from shares of the Company

Dividend income earned on shares of the Company will be taxable in the hands of shareholders as ‘income from other sources’ at tax rate applicable to such shareholder. The shareholder is eligible to claim deduction of interest expense wholly and exclusively incurred for earning of such dividend income under section 57 of the Act. However, such deduction is restricted to 20 per cent of dividend received.

b) Taxability of gain/ loss arising from sale of shares of the Company

Taxability under the head ‘capital gains’

Income arising from transfer of shares of the Company held for more than 12 months and subject to securities transaction tax, shall be considered as long-term capital assets. The shares which are not considered as long-term capital assets shall be considered as short-term capital assets.

Section 112A of the Act provides for concessional rate of 10% (plus applicable surcharge and cess) on long term capital gains (exceeding Rs. 1,00,000) arising from equity shares of the Company, if STT has been paid on both acquisition and transfer of such shares. The benefit of indexation under the second proviso to section 48 of the Act shall not be applicable for computing long term capital gains taxable under section 112A of the Act.

As per section 112 of the Act, the tax on long term capital gains resulting on transfer of listed shares of the Company (other than those covered under section 112A) shall be the lower of the following:

a. 20% (plus applicable surcharge and cess) with indexation benefit; or

b. 10% (plus applicable surcharge and cess) without indexation benefit

As per the provisions of section 111A of the Act, short term capital gain arising from transfer of equity share in the Company through a recognized stock exchange and subject to STT shall be taxable at a concessional rate of 15% (plus applicable surcharge and cess if any).

As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

Taxability under the head 'income from business and profession'

Where the gains arising on the transfer of shares of the Company are included in the business income of a shareholder and assessable under the head "Profit and Gains from Business or Profession" and such transfer is subjected to STT, then such STT shall be a deductible expense from the business income as per the provisions of section 36(1)(xv) of the Act.

Under the provisions of section 90(2) of the Act, a non-resident will be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA') between India and the country of tax residence of the non-resident or the provisions of the Act, to the extent they are more beneficial to the non-resident.

As per Explanation 4 to section 115JB(2), the provisions of section 115JB shall not be applicable to a foreign company if the foreign company is a resident of a country having DTAA with India and such foreign company does not have a permanent establishment within the definition of the term in the relevant DTAA, or the foreign company is a resident of a country which does not have a DTAA with India and such foreign company is not required to seek registration under section 592 of the Companies Act 1956 or section 380 of the Companies Act 2013.

NOTES:

1. The above is as per the current Tax Laws.

2. The above Statement of possible general tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

LEGAL PROCEEDINGS

We are involved in various legal proceedings from time to time, including those which arise in the ordinary course of business. These legal proceedings are primarily in the nature of, amongst others, tax disputes, criminal proceedings, regulatory actions and civil proceedings, which are pending before various adjudicating forums.

As on the date of this Placement Document, except as disclosed below, there is no outstanding legal proceeding which has been considered material in accordance with our Company's policy in relation to disclosure of material events framed in accordance with Regulation 30 of the SEBI Listing Regulations, as approved by the Board in its meeting held on June 10, 2024.

However, solely for the purpose of the Issue, our Company has disclosed in this section, to the extent applicable

(i) all outstanding criminal proceedings involving our Company, our Subsidiaries, our Directors and our Promoters; (ii) all outstanding actions by statutory or regulatory authorities against our Company and our Subsidiaries; (iii) outstanding civil proceedings involving our Company and its Subsidiaries, where the amount involved in such proceeding exceeds 5 % of the average of the absolute value of profit after tax, as per our last three audited consolidated financial statements ("Materiality Threshold"); (iv) consolidated disclosure of the direct and indirect tax matters involving our Company and our Subsidiaries; (v) any other outstanding litigation involving our Company and our Subsidiaries wherein the amount involved cannot be determined or is below the Materiality Threshold, but an adverse outcome of which could materially and adversely affect business, prospects, reputation, operations or financial position of our Company or its Subsidiaries and (vi) any other outstanding litigation involving our Promoters and our Directors wherein an adverse outcome could materially and adversely affect business, prospects, reputation, operations or financial position of our Company and our Subsidiaries (as a whole).

It is clarified that for the purposes of the above, pre-litigation notices received by any of our Company, our Subsidiaries, our Directors and/or our Promoters from third parties (excluding statutory / regulatory / governmental authorities or notices threatening criminal action) shall, not be considered as litigation proceedings till such time that any of our Company, our Subsidiaries, our Directors and/or our Promoters, are impleaded as parties in any such litigation proceedings before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

Capitalised terms used herein shall, unless otherwise specified, have the meanings ascribed to such terms in this section

Litigation involving our Company

Criminal proceedings involving our Company

By our Company

1. **CT Cases10561/2020, Goodluck India Limited ("Complainant Company") vs. Structen Prefab Pvt. Ltd. (Accused) pending before the Chief Metropolitan Magistrate, Karkardooma Courts**

   The Complainant company (through its unit M/s Goodluck Metallics) supplied the material i.e. GP COIL (350 x 2.00 MM x YST240 x GEN) to the Accused company as per their demands and specifications vide invoice no. GLM/19-20/1442, dated 20.10.2019 amounting to Rs.13,36,940/- (Rupees Thirteen Lakhs Thirty-Six Thousand Nine Hundred and Forty Only). In discharge of the abovementioned liability, the Accused company had finally signed, drawn, issued and handed over a post-dated cheque bearing no. 011482 dated 30.01.2020 drawn on ICICI Bank, GhodDod Road Branch, Suryakiran Apartment, GhodDod Road, Surat-395007, Gujarat for an amount of Rs.13,36,940/- (Rupees Thirteen Lakhs Thirty-Six Thousand Nine Hundred and Forty Only) which was dishonored. Accordingly, the Complainant Company sent its notice under Section 138 of the Negotiable Instruments Act, 1881 demanding the payment of the amount due, however the Accused failed to pay the amount. Accordingly, a criminal complaint was filed against the Accused. Fresh Summons have been ordered against the Accused and if premises are found locked then process server has been directed to affix the summons. The matter was last heard on 31.10.2023 and the next date of hearing in the matter is 16.03.2024. The matter is presently pending.

2. **CT Cases 1202/2017 Goodluck India Limited vs. Laxmi Metal Castings Pvt. Ltd., and others pending before Chief Metropolitan Magistrate Shahdara , Karkardooma Court**

   The Complainant - Goodluck India Limited supplied the material to the Accused company as per its demand and specifications given from time to time and in the regular course of business, a sum of Rs.16,62,052/- (Rupees Sixteen Lakhs Sixty Two Thousand and Fifty Two only) is due and outstanding against the respondent company. The Accused company in discharge of its part liability issued a cheque bearing no.784861 dated: 10.01.2017 for a sum of Rs.5,11,190/- (Rupees Five Lakh Eleven Thousand One Hundred and Ninety only) which was dishonoured. The Complainant Company sent its notice under Section 138 of the Negotiable Instruments Act, 1881 demanding the payment of the amount due however the Accused failed to pay the amount. Accordingly, a criminal complaint was filed against the Accused. Non Bailable Warrant has been issued against Accused No. 2, 3 and 4. The matter was last heard on 1.12.2023 and the next date of hearing in the matter is 14.02.2024. The matter is presently pending.

3. **Crl.A. 81 / 2016, Good Luck Steel Tubes Ltd. (Now Goodluck India Limited), vs. State (Govt. of NCT) & Ors, pending before the Delhi High Court**

   The present matter is an appeal made by Good Luck Steel Tubes Ltd (Now Goodluck India Limited) against acquittal of the Accused namely Raghu Prime Metal Limited in the criminal case bearing no. 297/2013 decided by the court of Ms. Deepti Devesh, M.M. (East), Karkardooma Courts, Delhi, vide its order dated 20.12.2014, under Section 138 of the Negotiable Instruments Act, 1881. The matter was admitted by the Delhi High Court on 22.01.2016 and directed to list the appeal in due course as per its turn. The matter is presently pending.

4. **Crl.A. 82 / 2016, Good Luck Steel Tubes Ltd (Now Goodluck India Limited) vs. State (Govt. of NCT) & Ors, pending before the Delhi High Court**

   The present matter is an appeal filed by Good Luck Steel Tubes Ltd (Now Goodluck India Limited) against acquittal of the Accused namely Raghu Prime Metal Limited and others in the criminal case bearing no. 281/2013 decided by the court of Ms. Deepti Devesh, M.M. (East), Karkardooma Courts, Delhi, vide its order dated 20.12.2014, under Section 138 of the Negotiable Instruments Act, 1881. The matter was admitted by the Delhi High Court on 22.01.2016 and directed to list the appeal in due course as per its turn. The matter is presently pending.

5. **Crl.A. 83 / 2016, Good Luck Steel Tubes Ltd (Now Goodluck India Limited) vs. State (Govt. of NCT) & Ors, pending before the Delhi High Court**

   The present matter is an appeal filed by Good Luck Steel Tubes Ltd. (Now Goodluck India Limited) against acquittal of the Accused namely Raghu Prime Metal Limited and others in the criminal case bearing no. 280/2013 decided by the court of Ms. Deepti Devesh, M.M. (East), Karkardooma Courts, Delhi, vide its order dated 20.12.2014, under Section 138 of the Negotiable Instruments Act, 1881. The matter was admitted by the Delhi High Court on 22.01.2016 and directed to list the appeal in due course as per its turn. The matter is presently pending.

6. **CRL.A. 84 / 2016, Good Luck Engineering Co. (Unit of Goodluck India Limited) vs. State (Govt. of NCT) & Ors pending before the Delhi High Court**

   The present matter is an appeal filed by Good Luck Engineering Co. (Unit of Steel Tubes Ltd. Now Goodluck India Limited) against acquittal of the Accused namely Raghu Prime Metal Limited and others in the criminal case bearing no. 298/2013 decided by the court of Ms. Deepti Devesh, M.M. (East), Karkardooma Courts, Delhi, vide its order dated 20.12.2014, under Section 138 of the Negotiable Instruments Act, 1881. The matter was admitted by the Delhi High Court on 22.01.2016 and directed to list the appeal in due course as per its turn. The matter is presently pending.

7. A warrant or Summons case no. 318727/2022 State Government vs. Goodluck India Limited, under the Motor Vehicles Act, 1988 for Virtual Traffic Challan is pending before the Chief Judicial Magistrate, Gautam Budhha Nagar. The next date of hearing in the matter is 17.02.2024.

8. A warrant or Summons case no. 201330/2023 State Government vs. Goodluck India Limited, under the Motor Vehicles Act, 1988 for Virtual Traffic Challan is pending before the Chief Judicial Magistrate,

Ghaziabad. The next date of hearing in the matter is 09.03.2024.

9. A warrant or Summons case no. 200303/2023 State Government vs. Goodluck India Limited, under the Motor Vehicles Act, 1988 for Virtual Traffic Challan is pending before the Chief Judicial Magistrate, Ghaziabad. The next date of hearing in the matter is 09.03.2024.

10. A warrant or Summons case no.195426/2023 State Government vs. Goodluck India Limited, under the Motor Vehicles Act, 1988 for Virtual Traffic Challan is pending before the Chief Judicial Magistrate, Ghaziabad. The next date of hearing in the matter is 13.01.2024.

11. A warrant or Summons case no.183049/2023 State Government vs. Goodluck India Limited, under the Motor Vehicles Act, 1988 for Virtual Traffic Challan is pending before the Chief Judicial Magistrate, Ghaziabad. The next date of hearing in the matter is 09.03.2024.

12. **MISC Crl.192/2020, Good Luck Engineering Co. (Unit of Goodluck India Limited) vs. Marshal Machines Limited ("Accused") pending before the Court of the Chief Metropolitan Magistrate Shahdara, Karkardooma Courts**

    The Complainant – Good Luck Engineering Co**.** (Unit of Goodluck India Limited) paid an advance of Rs.27,68,775/- to the Accused for the supply and installation of machines. The Accused supplied the Marshal Fortius bearing No. 14804 A16 with associated parts on 20.05.2016 and billed for Rs.21,68,775/-. The balance outstanding payment of Rs.5,99,225/- lying with the Accused for which, the Accused issued a cheque bearing no. 000014, drawn on Kotak Mahindra Bank, Feroze Gandhi Market, Ludhiana dated: 17.12.2019 for an amount of Rs.5,99,225/- in favour of the Complainant, which was dishonoured. The Complainant Company sent its notice under Section 138 of the Negotiable Instruments Act, 1881 demanding the payment of the amount due however the Accused failed to pay the amount. Accordingly, a criminal complaint was filed against the Accused. At the present the case is posted for service and appearance of the Accused. The matter was last heard on 06.11.2023 and the next date in the matter is 06.03.2024. The matter is presently pending.

13. **CT Cases 3696/2017, Goodluck Industries (Unit of Goodluck India Limited) vs. S K Precision Engineering Co. ("Accused") pending before the court of the Chief Metropolitan Magistrate, Shahdara, Karkardooma Courts**

    The present complaint has been filed under Section 138 of the Negotiable Instruments Act, 1881 by Goodluck Industries (Unit of Goodluck India Limited) against the Accused. The Accused issued a cheque no. 114369 dated: 25.05.2017 drawn on Bank of Maharashtra for an amount of Rs.10,00,000/- in discharge of its liability, which was dishonored. The Complainant Company sent its notice under Section 138 of the Negotiable Instruments Act, 1881 demanding the payment of the amount due however the Accused failed to pay the amount. Accordingly, a criminal complaint was filed against the Accused. Fresh Summons have been ordered against the Accused through DCP concerned. The matter was last heard on 13.10.2023 and the next date of hearing in the matter is 09.01.2024. The matter is presently pending.

14. **CT Cases 2483/2017, Goodluck Industries ((Unit of Goodluck India Limited) vs. M/s S. K Precision Engineering Co., pending before the Chief Metropolitan Magistrate, Shahdara, Karkardooma Courts**

    The present complaint has been filed under Section 138 of the Negotiable Instruments Act, 1881 by Goodluck Industries (Unit of Goodluck India Limited). The Accused issued a cheque no. 114460 dated 10.03.2017 and Cheque No. 114462 dated: 30.04.2017, both drawn on Bank of Maharashtra, each amounting to Rs.2,00,000/- in discharge of its liability which was dishonored. The Complainant Company sent its notice under Section 138 of the Negotiable Instruments Act, 1881 demanding the payment of the amount due however the Accused failed to pay the amount. Accordingly, a criminal complaint was filed against the Accused. Fresh Summons have been ordered against the Accused. The matter was last heard on 13.10.2023 and the next date of hearing in the matter is 09.01.2024. The matter is presently pending.

15. **CT Cases 5389/2018, Goodluck Industries (Unit of Goodluck India Limited) vs. M/s Aaress Enterprises pending before the court of Chief Metropolitan Magistrate, Shahdara. Karkardooma**

Courts

The Complainant Goodluck Industries (Unit of Goodluck India Limited) supplied the material i.e. ERW PRECISION TUBES/ CDW TUBE ROUND to the Accused in the regular course of business and a sum of Rs.31,56,011.56/- (Rupees Thirty One Lakhs Fifty Six Thousand Eleven and Fifty Six Paisa only) is due and outstanding against the Accused. In discharge of the part liability, the Accused issued a cheque bearing no. 051628 dated: 04.09.2016 for a sum of Rs.8,00,000/- (Rupees Eight Lakhs only), drawn on Punjab National Bank, NIT, Faridabad-121001 which was dishonoured. The Complainant Company sent its notice under Section 138 of the Negotiable Instruments Act, 1881 demanding the payment of the amount due however the Accused failed to pay the amount. Accordingly, a criminal complaint was filed against the Accused. The court has ordered the service of summons against the Accused. The matter was last heard on 13.10.2023 and the next date of hearing in the matter is 09.01.2024. The matter is presently pending.

16. **CC NI ACT 6714/2021 Goodluck Industries (Unit of Goodluck India Limited) vs. AGM Auto Pvt. Ltd pending before the Chief Metropolitan Magistrate, New Delhi, PHC**

The Complainant Goodluck Industries (Unit of Goodluck India Limited) supplied materials i.e. “ERW PRECISION TUBES” to the Accused company as per the demand of the Accused no. 2 and 3 from time to time against invoices and a sum of ₹18,69,620/- (Rupees Eighteen Lakhs Sixty-Nine Thousand Six Hundred and Twenty Only) is due and outstanding against the Accused no. 1 company. In discharge of its liability the Accused No.1 issued cheque bearing no. 000069 dated 22.12.2020 amounting to ₹5,00,000/- (Rupees Five Lakhs Only) and cheque bearing no. 000070 dated 22.01.2021 amounting to ₹5,00,000/- (Rupees Five Lakhs Only) which were dishonoured. The Complainant Company sent its notice under Section 138 of the Negotiable Instruments Act, 1881 demanding the payment of the amount due however the Accused failed to pay the amount. Accordingly, a criminal complaint was filed against the Accused. Bailable Warrant has been issued against Accused no. 2 and 3. The matter was last heard on 12.09.2023 and the next date in the matter is 05.02.2024. The matter is presently pending.

Against our Company

NIL

Material civil litigation involving our Company

By our Company

1. **CS/489/2017 Goodluck India Limited v. GE Godavari Engineering Limited pending before the District and Sessions Judge, East, Karkardooma Courts**

This present civil suit has been filed by the Company for recovery of Rs.42,90,620/- along with interest @18% per annum w.e.f. 30.08.2014 till the filing of suit and pendent-lite and future interest @ 18 % per annum. The matter is now posted for final arguments. The matter was last heard on 20.11.2023 and the next date of hearing in the matter is 09.01.2024. The matter is presently pending.

2. **CS/170/2020 Goodluck India Limited vs. S. K. Precision Engineering Co. pending before the District and Sessions Judge, East, Karkardooma Courts**

The present civil suit has been filed by the Company for the recovery of Rs.39,80,038/- (Rupees Thirty Nine Lakhs Eighty Thousand and Thirty Eight only) along with interest @18% per annum w.e.f. 31.03.2016 till the filing of suit and pendent-lite and future interest @ 24 % per annum. The matter is now posted for plaintiff evidence. The matter was last heard on 20.11.2023 and the next date of hearing in the matter is 09.01.2024. The matter is presently pending.

3. **SCA/3353/2021, Goodluck India Limited Vs Union Of India pending before the Gujarat High Court**

The present Special Civil Application has been filed by our Company against Union of India, Central Board of Indirect Tax and Customs and Directorate General of Revenue challenging the notice issued by Asst. Director Directorate of Revenue Intelligence Kolkata. The matter is now posted for final hearing.

The matter was last listed on 08.11.2023 and the next date on which the matter is likely to be listed is 21.12.2023. The matter is presently pending.

4. **Civil Suit No. 465/2023 Goodluck India Limited vs. Anupam Industries Limited pending before the Commercial Court Gautam Buddha Nagar**
   The present civil suit has been filed by the Company and has been registered with the Commercial Court Gautam Buddha Nagar on 08.12.2023.The matter now stands posted to 03.01.2024.The matter is presently pending.

5. **CC/114/2017, Goodluck India Ltd. vs. Future General India Insurance Company Ltd. pending before the District Consumer Disputes Redressal Commission, Ghaziabad**
   The present consumer complaint has been filed by the Company. The matter is now posted for arguments. The next date of hearing in the matter is 16.02.2024. The matter is presently pending.

Against our Company

EXE/10610/2023, Garg Fastners vs. Goodluck India Limited pending before the court of Civil Judge Senior Division Ludhiana

An execution application has been filed against the Company for the enforcement of the Award dated 08.12.2022 passed by the District Level Micro and Small Enterprises Facilitation Council, Ludhiana for an amount of Rs.5,00,540/- and with interest as per the provisions of Section 15 and 16 of MSME Development Act, 2006, till the date of award i.e. 08.12.2022 in the matter of Garg Fastners Vs. Goodluck India Limited. The matter is now posted for appearance. The matter was last heard on 13.12.2023 and the next date of hearing in the matter is 24.01.2024. The matter is presently pending.

Arbitration Award

An arbitration award dated 11.05.2019 has been passed against Goodluck Industries (Unit of Goodluck India Limited) in the Arbitration Case No. 787 of 2018 by the Ld. Sole Arbitrator Shri. S.K. Kaushik, Retd. District and Sessions Judge (Arbitrator empaneled by the Haryana Micro and Small Enterprises Facilitation Council) in favour of M/s Industrial Systems, Faridabad for an amount of Rs. 6,54,000/- along with pendent lite and future interest at the rate of 18.75 % (thrice the RBI rate of 6.25%) with monthly interest from 15.03.2018 till the recovery of the entire awarded amount. The Sole Arbitrator has ordered that Rs. 2,06,000/- shall be paid by Goodluck Industries to M/s Industrial Systems upon making the machine in question operational. The Sole Arbitrator has also awarded M/s Industrial Systems, Faridabad amounts of Rs.3500/- paid to the MSME Council as processing fee, Rs.12,500/- paid to the Arbitrator as arbitration fee, Rs.20,000/- towards costs and expenses in pursuing the matter at Chandigarh. The Ld. Sole Arbitrator has ordered that Rs.2500/- being the processing fee payable to the Haryana Micro and Small Enterprises Facilitation Council be recovered by M/s Industrial Systems from Goodluck Industries (Unit of Goodluck India Limited) and paid to the Haryana Micro and Small Enterprises Facilitation Council.

Labour Matters

1. **WCNFATAL L/7/2020, Akhilesh Kumar Mahendra Das Vs Goodluck India Ltd., pending before the Labour Court, Bhuj, Gujarat**

   The present matter is a compensation claim filed against the Company for Rs. 12,62,576/- with penalty, if any and Interest @ 12% from the year 2018. The matter is now posted for adding the contractor as a party, as the claimant workman was a contractor's workman under M/s P. K. Enterprise, a contractor engaged by the Company. The matter was last heard on 04.12.2023 and the next date of hearing in the matter is 05.02.2024. The matter is presently pending.

2. An Adjudication Case No.185/15 filed by Naresh Sharma against Goodluck Engineering co. (Dadri) [Unit of Goodluck India Limited] is pending before the Labour Court-1, U.P at Ghaziabad.

3. A PWA CASE NO.668/2020 filed by Mewa Lal against Goodluck Engineering co. (Dadri) [Unit of Goodluck India Limited] is pending before the Labour Commissioner, Lohih Nagar Noida.

4. An Adjudication Case No.119/2001 filed by Arun Kumar Mishra against Goodluck India Ltd. (A42 & 45) is pending before the Labour Court-1, U.P At Ghaziabad.

5. A Payment of Gratuity Act Case No. N-36(09)/2021-RLC/dated 18-02-2021 for an amount of Gratuity of Rs. 221712/- filed by Mr. Prakash Chander Pant against Goodluck India Ltd. is pending before the Regional Labour Commissioner (Central), at Noida.

6. An Adjudication Case No.76/2001 filed by Naveen Kumar against Goodluck Industries Unit-II (A-59) [A unit of Goodluck India Ltd] is pending before the Labour Court-1, U.P At Ghaziabad.

7. A MWA case No 4/2022 filed by Labour Enforcement Officer (LEO) against Goodluck India Ltd (Hridaypur Plant) in regard to the inspection under the Building and Other Construction Workers (Regulation of Employment. And Conditions of Service) Act, 1996 is pending before the Assistant Labour Commissioner, Bulandshahar, UP.

8. Goodluck Metallics, (Unit of Goodluck India Limited) has received a notice from SDM, Bhachau pertaining to the accident case of Jitendra Ojha under the Section 174 of the Code of Criminal Procedure 1973. The Authorised Representative of the Company appeared before SDM on 10.11.2023 and submitted its representation. Next date to submit documents regarding safety measures as called upon, was for 28.11.23 but the SDM was not available on that date. The matter is pending before the SDM, Bhachau.

Direct Taxes

The Assessing officer of Income Tax, National Faceless Assessment Center, Delhi, has issued a notice u/s 142(1) dated June 1, 2023 for the completion of assessment of the A. Y. 2022-23. The submissions as required by Assessing officer have been duly made, however the assessment has not been completed and is under process.

Excise, Service and Customs

1. A show cause notice bearing No. V(18)REF/GLST/DIV-V/N-II/02/16/1179 dated 12.06.2017 has been issued against our Company by AC, GST, Bulandshahar for a notice amount of Rs. 4,52,381/- for the incorrect refund claim of GTA. The show cause notice was received on 16.06.2017 and the reply was filed on 03.08.2018. Further orders in the matter are awaited. The matter is presently pending.

2. A show cause notice bearing No. 81/2019-20(335J SL.NO.64/2015-16 dated 23.10.2019 has been issued against our Company by Addl. DG, MEERUT, Bulandshahar for a notice amount of Rs. 1,71,360/-.The matter pertains to the scrap generated and sold to Enershall. The Show Cause Notice was received on 07.11.2019 and the reply was filed on 19.08.2020. An Appeal has been filed before CESTAT on 18.07.2022. Further orders in the matter are awaited. The matter is presently pending.

3. A show cause Notice No. 81/2019-20(335J SL.NO.64/2015-16 dated 23.10.2019 has been issued against our Company by the Addl. DG, Meerut. A penalty of Rs.50,000/- has been imposed through the notice. The matter pertains to scrap generated and sold to Enershall. The show cause notice was received on 07.11.2019 and the reply to the show cause notice was filed on 19.08.20. An Appeal in respect of the matter before the CESTAT filed on 18.07.22. Further orders in the matter are awaited. The matter is presently pending.

4. A show Cause Notice IV (9) AE/GBN/V-O-TRAN/31/17/PT-III/1270 dated 04.02.2022, has been issued by the AC-AE, CGST, Greater Noida. An amount of Rs.46,09,652/- has been claimed under the notice. The matter pertains to the incorrect ITC availed through TRAN-1. The show cause notice has been received on 23.02.2022 and the reply has been filed on 28.03.2022. Further, orders in the matter are awaited. The matter is presently pending.

5. A notice has been issued against the Company by the Asst. Director, Directorate of Revenue Intelligence, Kolkata. The matter pertains to the incorrect IGST saved on import, under Advance Authorization. The notice was received on 12.11.2020 and the reply was submitted on 02.12.2020. A Special Civil Application No.

SCA/3353/2021 has been filed before Gujarat High Court on 05.02.2021 against the notice. The matter is presently pending.

6. A show cause notice bearing No. 20-CE/GLI/IAR-399/R-23/SKD/10/2016/252 dated 7.12.2018 has been issued against Goodluck Industries (Unit of Goodluck India Limited) by the Supt. R-II, Sikanderabad for an amount of Rs. 5,93,165/-. The matter pertains to ST cr. availed on o/w freight. The show cause notice was received on 10.12.2018 and the reply to the show cause notice was filed on 04.02.2019. The Appeal filed on 20.06.2019 has been remanded back. Further orders in matter are awaited. The matter is presently pending.

7. A show cause notice bearing No. V(15) ADJ./SCN/N-III/MM/845/12/676 dated 10.02.2012 has been issued against Goodluck Steel Tubes Works-2 (Unit of Goodluck India Limited), by the AC, DIV-III, Noida for an amount of Rs. 2,67,549/- along with interest and penalty. The matter pertains to the non-payment of ST on 75% of GTA by wrongly availing exemption under Notification. No. 32/2004-ST/03.12.2004. The reply to the show cause notice has been submitted on 4.12.2012. Representation was made on 19.08.2013 and also on 11.05.2017. Further orders in the matter are awaited. The matter is presently pending.

8. A show cause notice bearing no. 18/AC/CIRCLE-4/CGST AUDIT/NOIDA dated 07.06.2019 has been issued by AC, C-4, CGST Audit, Noida for an amount of Rs. 3,32,896/- with interest and penalty. The matter pertains to Cenvat Credit of ST on freight (o/w). The show cause notice was received on 12.06.2019 and the reply to the show cause notice was filed on 28.06.2019. Appeal filed with the Appellate Authority on 04.03.2020 has been rejected and thereafter appeal has been filed with CESTAT, Allahabad on 14.01.2021. Further orders in the matter are awaited. The matter is presently pending.

Litigation involving our Subsidiaries

Criminal proceedings involving subsidiaries

NIL

Material civil litigation involving subsidiaries

NIL

Litigation involving our Directors

Criminal proceedings involving Mr. Ramesh Chandra Garg, Director of our Company.

A/482/5755/2013, Smt. Swarn Kaur v. State of Uttar Pradesh (Respondent No.1) and Ramesh Chandra Garg (Respondent No.2) pending before the Allahabad High Court

The present application has been filed by Smt. Swarn Kaur against State of Uttar Pradesh (Respondent No.1) and Ramesh Chandra Garg (Respondent No.2), Director of our Company. Smt. Swarn Kaur through the present application under Section 482 Code of Criminal Procedure, 1973, has invoked the inherent jurisdiction of this Court with a prayer to quash the entire proceeding of Complaint Case No.628 of 2012, Ramesh Chandra Garg vs. Smt. Swarn Kaur, u/s 420 IPC, P.S. Kasana, District Gautam Budh Nagar, pending in the Court of Additional Chief Judicial Magistrate II, Gautam Budh Nagar. The Hon'ble High Court has ordered that till the next date of listing, further proceedings of the aforesaid criminal case against the Smt. Swarn Kaur shall remain stayed. Orders were issued in the present application on 21.02.2013 and the next date of listing on the court website is yet to be updated. The matter is presently pending.

Material civil litigation involving Ramesh Chandra Garg, Director of our Company

By Ramesh Chandra Garg

NIL

Against Ramesh Chandra Garg

CS 27/2022, Brahmashira AstraBharat Private Limited v. Vidisha Export LLP (Defendant No.1) and Ramesh Chandra Garg (Defendant No. 2) and Umesh Garg (Defendant No.3) pending before the Commercial Court Gautam Budhha Nagar

This is a commercial matter filed against Vidisha Export LLP (Defendant No.1) impleading our Director Ramesh Chandra Garg (Defendant No. 2). Our Director is a Designated Partner in Vidisha Export LLP. The matter is now posted for evidence. The matter was last heard on 15.12.2023 and the next date of hearing in the matter is 22.01.2024. The matter is presently pending.

Criminal proceedings involving Mr. Nitin Garg, Director of our Company

Neeraj Chaturvedi Assistant Scientific Officer (ASO), Vs Nitin Garg M/s Goodluck, Warrant or Summons Criminal Case 16765/2022, pending before the Chief Judicial Magistrate, Bulandshahar, Uttar Pradesh

The present criminal case is a complaint filed under Section 14 of the Commission for Air Quality Management in National Capital Region and Adjoining Areas Act, 2021 against our Director Nitin Garg and Goodluck Steel Tubes Works 2 (Unit of Goodluck India Limited) with respect to the imposition of the fine of Rs, 6,00,000/- and for the order of closure of the unit. The matter was last heard on 23.11.2023 and the next date of hearing in the matter is 04.03.2024. The matter is presently pending.

Civil proceedings involving Mr. Nitin Garg

NIL

Litigation involving our Promoter

Criminal proceedings involving our Promoter

NIL

Material civil litigation involving our Promoter

NIL

Tax proceedings*

We have set out below claims relating to direct and indirect taxes involving our Company and our Subsidiaries in a consolidated manner giving details of number of cases and total amount involved in such claims:

Nature of case	Number of cases	Amount involved (In Rs)
Company		
Direct Tax	Under Assessment	Under Assessment
Indirect Tax	8	Rs.64,77,003/-
Total		

***** *To the extent quantifiable*

******Tax litigations of income tax, GST, sales tax, custom, etc. involving tax liabilities, if any and pending at various forums are sub judice and therefore not considered as defaults until the final order is received.*

OUR STATUTORY AUDITORS

M/s Vipin Kumar & Co., Chartered Accountants, are the current independent Statutory Auditors with respect to our Company as required by the Companies Act and in accordance with the guidelines prescribed by ICAI.

M/s Vipin Kumar & Co., Chartered Accountants, have been appointed as the Statutory Auditors of our Company, pursuant to the approval of the Shareholders of our Company at the AGM held on September 30, 2019, for a term of 5 years commencing from the conclusion of the 33rd AGM of the Company till the conclusion of the 38th AGM.

M/s Vipin Kumar & Co., Chartered Accountants, have audited the Audited Consolidated Financial Statements for Fiscals 2023, 2022, 2021 and 2020, and their audit reports on those financial statements are included in this Placement Document in "Financial Statements" on page *269*.

GENERAL INFORMATION

1. Our Company was originally incorporated as **'Good Luck Steel Tubes Private Limited'** as a private company limited by shares under the provisions of Companies Act, 1956, pursuant to the Certificate of Incorporation dated November 06, 1986 issued by the Registrar of Companies, Kanpur (Uttar Paresh) **("RoC").**

2. Thee registered office of the Company was shifted from Uttar Pradesh to NCT of Delhi pursuant to the relevant provisions of the Companies Act, 1956 and in pursuance of the Shareholders resolution. And a fresh Certification of Incorporation dated November 09, 1992 has been issued to the Company.

3. Thereafter, in the year of 1994, the Company was converted into a public limited company pursuant to the shareholders Resolution and name of the Company was changed from **'Good Luck Steel Tubes Private Limited'** to **'Good Luck Steel Tubes Limited'** and a fresh Certificate of Incorporation dated September 30, 1994 has been issued to the Company by the Registrar of Companies NCT of Delhi **("RoC").**

4. Further, in the year 1995, our Company got publicly listed on July 03, 1995 at the BSE Limited (BSE) and on January 08, 2015 at the National Stock Exchange of India Limited (NSE) (The stock exchanges).

5. Furthermore, in the year of 2016, the name of our Company was changed from **'Good Luck Steel Tubes Limited'** to **'Goodluck India Limited'** and New Certificate of Incorporation dated June 14, 2016 issued by the Registrar of Companies NCT of Delhi ("RoC").

6. The Registered Office of our Company is situated at 509, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi-110001, India.

7. The Corporate Office of Our Company is situated at II-F, 166-167, Nehru Nagar, Ambedkar Road Ghaziabad-201001, Uttar Pradesh, India.

8. The CIN of our Company is L74899DL1986PLC050910 and website: www.goodluckindia.com.

9. The authorised share capital of our Company is Rs. 29,25,00,000 comprising of 14,62,50,000 Equity Shares of face value of Rs. 2 each. As on the date of this Placement Document, the issued, subscribed and paid-up capital of our Company is Rs. 5,92,95,500 comprising of 2,96,46,250* Equity Shares of face value of 2 each. For further information, see "*Capital Structure*" on page 82.
   **as on date of this Placement Document company is having 14,64,600 convertible warrants which is pending for conversion, See Shareholding Pattern on page* 82.

10. The proposed QIP was approved by the Board of Directors in their meeting held on November 15, 2023. The shareholders of our Company have approved the Issue *vide* a special resolution passed through postal ballot through e-voting on December 18, 2023.

11. Our Company has received in-principle approvals in terms of Regulation 28(1) of the SEBI Listing Regulations from both the BSE and NSE on January 12, 2024, to list the Equity Shares issued pursuant to this QIP on the Stock Exchanges. We will apply for final listing and trading approvals to list those Equity Shares on the Stock Exchanges after Allotment of the Equity Shares in the Issue.

12. Copies of our Memorandum and Articles of Association will be available for inspection between 10:00 am to 5:00 pm on all working days (except Saturdays and public holidays) during the Issue Period at our Registered Office and Corporate Office.

13. Our Company has obtained necessary consents, approvals and authorisations required in connection with the proposed Issue.

14. Except as disclosed in "*Management's Discussion and Analysis of Financial Condition and Results of Operation – Significant developments after September 30, 2023*" on page 90, there has been no material change in the financial or trading position of our Company since the date of the of the audited financial statements filed with the Stock Exchanges in accordance with the requirements of the SEBI Listing Regulations.

15. Except as disclosed in this Placement Document, there are no outstanding legal or arbitration proceedings against or affecting our Company or its assets or revenues, nor is our Company aware of any pending or threatened legal or arbitration proceedings, which is material in terms of the Policy for Determination of Materiality of Goodluck India Limited. For further details, see "*Legal Proceedings*" on page 256.

16. Our Company's Statutory Auditors, M/s. Vipin Kumar & Co. have audited our financial statements for Fiscal 2023.

17. Our Company confirms that it is in compliance with the minimum public shareholding requirements as required under the SEBI Listing Regulations and Rule 19A of the SCRR.

18. No change in control in our Company will occur consequent to this Issue.

19. The Floor Price for the Equity Shares under the Issue is Rs. 989.40/- per Equity Share which has been calculated in accordance with Chapter VI of the SEBI ICDR Regulations and as certified by our Statutory Auditors. Our Company may offer a discount of not more than 5% on the Floor Price accordance with the approval of the shareholders accorded through special resolution at their extraordinary general meeting on December 18, 2023 and in terms of Regulation 176(1) of the SEBI ICDR Regulations.

20. In compliance with Regulation 173A of the SEBI ICDR Regulations, our Company has appointed Care Ratings Limited as the Monitoring Agency for monitoring the utilisation of the proceeds in relation to this Issue. The Monitoring Agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations.

21. Our Company and the BRLM accept no responsibility for statements made otherwise than in this Placement Document and anyone placing reliance on any other source of information, including our website, would be doing it at his or her own risk.

22. Details of the Compliance Officer of our Company.

Abhishek Agrawal
Company Secretary & Compliance Officer
II-F, 166-167, Nehru Nagar, Ambedkar Road
Ghaziabad-201001, Uttar Pradesh, India.
Mobile no.: +91 9910496350/0120-4196600
Email: - cs@goodluckindia.com

PROPOSED ALLOTTEES IN THE ISSUE

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made by our Company, in consultation with the BRLM, to Eligible QIBs only, on a discretionary basis. The names of the proposed Allottees and the percentage of post-Issue capital that may be held by them is set forth below.

The details of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, will be included in the Placement Document to be sent to such proposed Allottees.

Sr. No.	Name of the Proposed Allottees*	Percentage of the Post-Issue Share Capital held (%)^#
1.	BOFA SECURITIES EUROPE SA - ODI	1.18
2.	SOCIETE GENERALE - ODI	1.06
3.	RESONANCE OPPORTUNITIES FUND	0.30
4.	IEGFL - MULTI OPPORTUNITY	0.45
5.	NAV CAPITAL VCC - NAV CAPITAL EMERGING STAR FUND	0.91
6.	MORGAN STANLEY ASIA (SINGAPORE) PTE.	0.91
7.	ANANTA CAPITAL VENTURES FUND 1	0.80
8.	ABSOLUTE RETURNS SCHEME	0.30
9.	AEGIS INVESTMENT FUND PCC	0.30
10.	ZEAL GLOBAL OPPORTUNITIES FUND	0.07
11.	VIKASA INDIA EIF I FUND - INCUBE GLOBAL OPPORTUNITIES .	0.31
12.	VIKASA INDIA EIF I FUND- SHARE CLASS P	0.09
	Total	**6.70**

^ Based on beneficiary position as on January 17, 2024 and adjusted for Equity Shares Allocated in the Issue.

**The details of the proposed Allottees have been intentionally left blank and will be filled in before issuing of the Placement Document to such proposed Allottees.*

#The post-Issue shareholding pattern (in percentage terms) of the proposed Allottees will be disclosed on the basis of their respective PAN, except in case of Mutual Funds, Insurance Companies, and FPIs (investing through different sub accounts having common PAN across such sub accounts) wherein their respective DP ID and Client ID has been considered.

FINANCIAL STATEMENTS

Sr. No	Financial Statements	Page No.
1.	Unaudited Consolidated Financial Results for six months period ended September 30, 2023 along with review report issued	F-1 to F-8
2.	Audited Consolidated Financial Statements as at and for the year ended March 31, 2023 along with audit report issued.	F-9 to F-51
3.	Audited Consolidated Financial Statements as at and for the year ended March 31, 2022 along with audit report issued.	F-52 to F-94
4.	Audited Consolidated Financial Statements as at and for the year ended March 31, 2021 along with audit report issued.	F-95 to F-132

VIPIN KUMAR & COMPANY
CHARTERED ACCOUNTANTS
2- KAMAL COLONY, DELHI ROAD
SAHARANPUR, U.P. 247001
E-MAIL ID : vipinsre@gmail.com

LIMITED REVIEW REPORT

To
The Board of Directors,
Goodluck India Ltd.

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of Goodluck India Ltd. (the "Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as the "Group") for the quarter and half year ended September 30, 2023 ("the Statement"), being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

2. This statement, which is the responsibility of the Parent's management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, " Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities:
   a. Goodluck India Limited (the Holding Company);
   b. GLS Steel India Limited (wholly owned subsidiary);
   c. GLS Metallics India Limited (wholly owned subsidiary);
   d. GLS Engineering India Limited (wholly owned subsidiary); and
   e. Goodluck Infrapower Private Limited (wholly owned subsidiary).

VIPIN KUMAR & COMPANY Chartered Accountants

Contd..

5. We did not review the interim financial results of the subsidiaries included in the Statement, whose interim financial results reflect total assets of Rs. 102.29 Lakhs as at September 30, 2023, total revenue of Rs. Nil and Rs. Nil, total profit after tax of Rs. (-) 0.42 Lakhs and Rs. (-) 0.52 Lakhs, and total comprehensive income of Rs (-) 0.42 Lakhs and Rs. (-) 0.52 Lakhs for the quarter ended and for the half year ended September 30, 2023 respectively and cash inflow (net) of Rs. 4.04 Lakhs for the half year ended September 30, 2023, as considered in the financial statement. These interim financial results and other financial information have been reviewed by other auditors whose reports have been furnished to us by the management, and our report on the Consolidated Results included in the statement, in so far as it relates to the amounts and disclosures included in respect of the subsidiary is based solely on the report of such other auditors.

   Our report on the Consolidated Results included in the statement is not modified in respect of this matter.

6. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditor referred to in paragraph 5 above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

VIPIN KUMAR & COMPANY
Chartered Accountants

For Vipin Kumar & Company
Chartered Accountants
(FRN 002123C)

Dated : 28th October, 2023
Place : Ghaziabad

(CA.V.K. Aggarwal)
Partner
Mem. No. 071279
UDIN: 23071279BGYZKF8499

VIPIN KUMAR & COMPANY
CHARTERED ACCOUNTANTS
2- KAMAL COLONY, DELHI ROAD
SAHARANPUR, U.P. 247001
E-MAIL ID : vipinsre@gmail.com

LIMITED REVIEW REPORT

To
The Board of Directors,
Goodluck India Ltd.

1. We have reviewed the accompanied statement of Unaudited standalone financial results of Goodluck India Ltd. (the "Company") for the quarter and half year ended September 30, 2023 ("the Statement") attached herewith being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. This Statement, which is the responsibility of the Company's management has been reviewed by the Audit Committee and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS-34"), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the company personnel and analytical procedures applied to financial data and thus provide less assurance than audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

VIPIN KUMAR & COMPANY
Chartered Accountants

For Vipin Kumar & Company
Chartered Accountants
(FRN 002123C)

(CA.V.K. Aggarwal)
Partner
Mem. No. 071279
UDIN: 23071279BGYZKE1534

Dated : 28th October, 2023
Place : Ghaziabad

STANDALONE STATEMENT OF FINANCIAL RESULTS FOR THE HALF YEAR/QUARTER ENDED ON SEPTEMBER 30, 2023

(Rs. In Lakhs)

S. NO.	Particulars	STANDALONE					
		Quarter ended on 30.09.2023	Quarter ended on 30.09.2022	Quarter ended on 30.06.2023	Half Year ended on 30.09.2023	Half Year ended on 30.09.2022	Accounting Year ended on 31.03.2023
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	**Revenue from Operations**						
	(a) Sales /income from Operations	87568.32	77495.55	84609.34	172177.66	158390.72	304798.06
	(b) Other Operating Income	1030.83	425.27	1192.85	2223.68	1760.77	2402.70
	Total Income from operations	**88599.15**	**77920.82**	**85802.19**	**174401.34**	**160151.49**	**307200.76**
	other Income	175.47	387.68	103.50	278.97	631.20	1388.56
	Total Income	**88774.62**	**78308.50**	**85905.69**	**174680.31**	**160782.69**	**308589.32**
2	Expenses						
	(a) Cost of material consumed	64796.20	55811.01	65209.82	130006.02	119598.25	232157.73
	(b) Purchase of stock - in - trade	0.00	0.00	0.00	0.00	0.00	0.00
	(c) Changes in inventories of finished goods, work-in-progress and stock - in - trade	(555.01)	719.63	(1642.31)	(2197.32)	(3810.61)	(7885.58)
	(d) Employees benefits expenses	4574.69	3533.27	3089.46	7664.15	6246.17	12588.51
	(e) Finance Cost	1920.34	1542.14	2191.48	4111.82	3319.45	6557.06
	(f) Depreciation and amortisation expenses	852.00	799.61	882.42	1734.42	1573.37	3259.47
	(g) Other Expenses	12590.40	13107.38	12161.65	24752.05	28289.61	49900.56
	Total Expenses	**84178.62**	**75513.04**	**81892.52**	**166071.14**	**155216.24**	**296577.75**
3	**Profit before Exceptional Items and Tax (1-2)**	4596.00	2795.46	4013.17	8609.17	5566.45	12011.57
4	Exceptional Items	0.00	0.00	0.00	0.00	0.00	0.00
5	**Profit from before Tax (3-4)**	**4596.00**	**2795.46**	**4013.17**	**8609.17**	**5566.45**	**12011.57**
6	Tax Expenses						
	Current tax	1106.21	686.86	1010.65	2116.86	1433.00	3355.27
	Minimum Alternate Tax	0.00	0.00	0.00	0.00	0.00	0.00
	Deferred tax	19.99	72.85	143.34	163.33	74.61	(33.90)
7	**Net Profit /loss for the period (5-6)**	**3469.80**	**2035.75**	**2859.18**	**6328.98**	**4058.84**	**8690.20**
8	Other Comprehensive Income for the period						
	A (i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00
	(ii) Income tax relating to items that will not be reclassified to profit & loss	0.00	0.00	0.00	0.00	0.00	0.00
	B (i) Items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00
	(ii) Income tax relating to items that will be reclassified to profit & loss	0.00	0.00	0.00	0.00	0.00	0.00
	Other Comprehensive Income (net of Tax)	**0.00**	**0.00**	0.00	**0.00**	**0.00**	**0.00**
9	**Total Comprehensive Income (7+8)**	**3469.80**	**2035.75**	2859.18	**6328.98**	**4058.84**	**8690.20**
10	Paid up Equity Share Capital (Face Value Rs. 2 per share)	545.13	520.13	545.13	545.13	520.13	545.13
11	Reserve excluding revaluation reserves (as per the balance sheet) of previous accounting year	NA	NA	NA	NA	NA	61366.42
12	Earning Per Share (not annualised) (in Rs.)						
	Before or After Extra Ordinary Items						
	(a) Basic	12.73	7.83	10.49	23.22	15.61	32.97
	(b) Diluted	12.73	7.83	10.49	23.22	15.61	32.97

GOODLUCK INDIA LIMITED

GOODLUCK

CONSOLIDATED STATEMENT OF FINANCIAL RESULTS FOR THE HALF YEAR/QUARTER ENDED ON SETEMBER 30, 2023

(Rs. In Lakhs)

S. NO.	Particulars	CONSOLIDATED					
		Quarter ended on 30.09.2023	Quarter ended on 30.09.2022	Quarter ended on 30.06.2023	Half Year ended on 30.09.2023	Half Year ended on 30.09.2022	Accounting Year ended on 31.03.2023
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	**Revenue from Operations**						
	(a) Sales /income from Operations	87568.32	77495.55	84609.34	172177.66	158390.72	304798.06
	(b) Other Operating Income	1030.83	425.27	1192.85	2223.68	1760.77	2402.70
	Total Income from operations	**88599.15**	**77920.82**	**85802.19**	**174401.34**	**160151.49**	**307200.76**
	other Income	175.47	387.68	103.50	278.97	722.04	1479.40
	Total Income	**88774.62**	**78308.50**	**85905.69**	**174680.31**	**160873.53**	**308680.16**
2	Expenses						
	(a) Cost of material consumed	64796.20	55811.01	65209.82	130006.02	119598.25	232157.73
	(b) Purchase of stock - in - trade	0.00	0.00	0.00	0.00	0.00	0.00
	(c) Changes in inventories of finished goods, work-in-progress and stock - in - trade	(555.01)	719.63	(1642.31)	(2197.32)	(3810.61)	(7885.58)
	(d) Employees benefits expenses	4574.69	3533.27	3089.46	7664.15	6246.17	12588.51
	(e) Finance Cost	1920.34	1542.14	2191.48	4111.82	3319.45	6551.55
	(f) Depreciation and amortisation expenses	852.00	799.61	882.42	1734.42	1573.37	3259.47
	(g) Other Expenses	12590.81	13107.64	12161.76	24752.57	28291.27	49903.00
	Total Expenses	**84179.03**	**75513.30**	**81892.63**	**166071.66**	**155217.90**	**296574.68**
3	**Profit before Exceptional Items and Tax (1-2)**	4595.59	2795.20	4013.06	8608.65	5655.63	12105.48
4	Exceptional Items	0.00	0.00	0.00	0.00	0.00	0.00
5	**Profit from before Tax (3-4)**	**4595.59**	**2795.20**	**4013.06**	**8608.65**	**5655.63**	**12105.48**
6	Tax Expenses						
	Current tax	1106.21	686.86	1010.65	2116.86	1437.02	3359.29
	Minimum Alternate Tax	0.00	0.00	0.00	0.00	0.00	0.00
	Deferred tax	19.99	72.85	143.34	163.33	74.61	(33.90)
7	**Net Profit /loss for the period (5-6)**	**3469.39**	**2035.49**	**2859.07**	**6328.46**	**4144.00**	**8780.09**
8	Other Comprehensive Income for the period						
	A (i) Items that will not be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00
	(ii) Income tax relating to items that will not be reclassified to profit & loss	0.00	0.00	0.00	0.00	0.00	0.00
	B (i) Items that will be reclassified to profit or loss	0.00	0.00	0.00	0.00	0.00	0.00
	(ii) Income tax relating to items that will be reclassified to profit & loss	0.00	0.00	0.00	0.00	0.00	0.00
	Other Comprehensive Income (net of Tax)	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
9	**Total Comprehensive Income (7+8)**	**3469.39**	**2035.49**	**2859.07**	**6328.46**	**4144.00**	**8780.09**
10	Profit/(Loss) attributable to						
	Owners of the Parent	3469.39	2035.49	2859.07	6328.46	4144.00	8780.09
	Non Controlling Interests	0.00	0.00	0.00	0.00	0.00	0.00
11	Other Comprehensive Income attributable to						
	Owners of the Parent	0.00	0.00	0.00	0.00	0.00	0.00
	Non Controlling Interests	0.00	0.00	0.00	0.00	0.00	0.00
12	**Total Comprehensive Income attributable to**						
	Owners of the Parent	3469.39	2035.49	2859.07	6328.46	4144.00	8780.09
	Non Controlling Interests	0.00	0.00	0.00	0.00	0.00	0.00
13	**Paid up Equity Share Capital (Face Value Rs. 2 per share)**	545.13	520.13	545.13	545.13	520.13	545.13
14	Reserve excluding revaluation reserves (as per the balance sheet) of previous accounting year	NA	NA	NA	NA	NA	61456.00
15	**Earning Per Share (not annualised) (in Rs.)** Before or After Extra Ordinary Items						
	(a) Basic	12.73	7.82	10.49	23.22	15.93	33.31
	(b) Diluted	12.73	7.82	10.49	23.22	15.93	33.31

GOODLUCK INDIA LIMITED

GOODLUCK

STATEMENT OF ASSETS AND LIABILITIES

(Rs. In Lakhs)

	Particulars	Standalone		Consolidated	
		As at 30/09/2023	As at 31/03/2023	As at 30/09/2023	As at 31/03/2023
		Unaudited	Audited	Unaudited	Audited
A	ASSETS				
1	Non-Current Assets				
	(a) Property, Plant and Equipments	41117.24	40062.55	41117.24	40062.55
	(b) Capital Work in Progress	7055.99	3704.76	7055.99	3704.76
	(c) Goodlwill	0	0	76.66	76.66
	(d) Other intangible assets	0	0	0	0.00
	(e) Financial Assets				
	(i) Investments (quoted)	0.00	0.00	0.00	0.00
	(ii) Investments (unquoted)	350.00	350.00	350.00	350.00
	(iii) Investment in Subsidiaries	80	80	0	0.00
	(f) Other Non-Current Assets	600.44	636.81	600.44	722.36
	Total Non-Current Assets	**49203.67**	**44834.12**	**49200.33**	**44916.33**
2	Current Assets				
	(a) Inventories	55091.85	52010.66	55091.85	52010.66
	(b) Financial Assets:				
	(i) Investments (Quoted)	9.83	9.83	9.83	9.83
	(ii) Trade Receivables	36709.21	35085.93	36709.21	35085.93
	(iii) Cash and Cash equivalents	59.99	30.74	69.32	36.03
	(iv) Bank balances other than cash and cash equivalent	1642.24	1144	1642.24	1144.00
	(v) Loans and advances	0	0	0	0.00
	(c) Other Current Assets	18779.14	13898.78	18770.96	13895.13
	Total Current Assets	**112292.26**	**102179.94**	**112293.41**	**102181.58**
	TOTAL ASSETS	**161495.93**	**147014.06**	**161493.74**	**147097.91**
B	EQUITY AND LIABILITIES				
1	Equity				
	(a) Equity Share Capital	545.13	545.13	545.13	545.13
	(b) Other Equity	67695.38	61366.42	67784.46	61456.00
	Total Equity	**68240.51**	**61911.55**	**68329.59**	**62001.13**
2	Non-Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	10320.77	9092.93	10227.81	9085.51
	(b) Provisions	644.6	655.04	644.6	655.04
	(c) Defferred Tax Liabilities(net)	3391.45	3228.12	3391.45	3228.12
	Total Non-Current Liabilities	**14356.82**	**12976.09**	**14263.86**	**12968.67**
3	Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	55115.18	50668.75	55115.18	50668.75
	(ii) Trade Payables	12501.99	12775.01	12501.99	12775.01
	(b) Other Current Liabilities	10141.89	7573.25	10142.11	7573.47
	(c) Provisions	1139.54	1109.41	1141.01	1110.88
	Total Current Liabilities	**78898.60**	**72126.42**	**78900.29**	**72128.11**
	TOTAL EQUITY AND LIABILITIES	**161495.93**	**147014.06**	**161493.74**	**147097.91**

GOODLUCK INDIA LIMITED

GOODLUCK

CASH FLOW STATEMENT

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	As at 30/09/2023	As at 30/09/2022	As At 30/09/2023	As At 30/09/2022
	Unaudited	Unaudited	Unaudited	Unaudited
A. Cash Flow from operating activities:				
Net profit before tax as per profit & Loss account	8609.17	5566.45	8608.65	5655.63
Adjustment for:				
Depreciation	1734.42	1573.37	1734.42	1573.37
Profit/Loss on sale of tangible Assests	(3.45)	(1.54)	(3.45)	(92.38)
interest Income	(172.17)	(44.66)	(172.17)	(44.66)
Unrealised Exchange loss(Gain)	(376.54)	(246.57)	(376.54)	(246.57)
Bad Debts Written Off	12.58	34.78	12.58	34.78
Finance cost	4111.82	3319.45	4111.82	3319.45
operating profit before workingg capital changes	**13915.83**	**10201.28**	**13915.31**	**10199.62**
Adjustement for:				
Increase/Decrease in Trade payable	(273.02)	490.33	(273.02)	490.33
Increase/Decrease in other payable	2558.20	2774.19	2558.20	2773.73
Increase/Decrease in inventories	(3081.19)	(301.22)	(3081.19)	(301.22)
Increase/Decrease in Trade receivables	(1635.86)	(6109.16)	(1635.86)	(6109.16)
Increase/Decrease in other receivables	(4965.67)	(80.82)	(4875.56)	(279.38)
Cash generated from operating Activities	**6518.29**	**6974.60**	**6607.88**	**6773.92**
Taxes paid	(1541.61)	(1198.13)	(1541.61)	(1200.13)
Net Cash flow from operating activities	**4976.68**	**5776.47**	**5066.27**	**5573.79**
B. Cash flow from Investing Activities				
Payment for property ,plant & equipment	(6136.90)	(3321.10)	(6136.90)	(3321.10)
Proceeds from sale of property,plant & equipment	0.00	10.92	0.00	210.92
Payment for purchase of investments in subsidiary	0.00	0.00	0.00	0.00
Investment in mutual funds, Shares	0.00	(175.00)	0.00	(175.00)
Interest Income	172.17	44.66	172.17	44.66
Net Cash used in Investing Activities	**(5964.73)**	**(3440.52)**	**(5964.73)**	**(3240.52)**
C. Cash Flow from Financing Activities				
Proceeds from issue of equity shares & warrants	0.00	983.63	0.00	983.63
Proceeds from short term borrowings	5081.96	472.05	5081.96	472.05
proceeds from long term borrowings(net)	(142.21)	(623.98)	(142.21)	(623.98)
Proceeds from unsecured loans(net)	734.50	147.82	648.95	147.82
Interest paid	(4111.82)	(3319.45)	(4111.82)	(3319.45)
Dividend paid	(545.13)	0.00	(545.13)	0.00
Net cash flow from Financing Activities	**1017.30**	**(2339.93)**	**931.75**	**(2339.93)**
Net increase in cash & cash equivalents	**29.25**	**(3.98)**	**33.29**	**(6.66)**
Cash and cash equivalents at the beginning of the year	30.74	23.60	36.03	27.57
Adjusment on a/c of Business combinations	0.00	0.00	0.00	4.08
Cash and cash equivalents at the end of the year	59.99	19.62	69.32	24.99

GOODLUCK INDIA LIMITED

GOODLUCK

NOTES:

1 The above Financial Results have been reviewed by Audit Committee and approved by the Board of Directors in their meeting held on 28.10.2023

2 Financial Results are in compliance with the Indian Accounting Standard (Ind-AS) prescribed under section 133 of the Companies Act, 2013.

3 The company is in the business of manufacturing of steel products and hence has only one reportable operating segment as per Ind AS 108- Operating Segment.

3 Previous period figures have been regrouped/reclassified wherever necessary.

4 The Statutory Auditor have carried out a Limited Review of the result of the Company.

5 The results of the company may be downloaded from stock exchange's website or the Company's website, i.e., www.goodluckindia.com.

For and on behalf of the Board

Goodluck India Limited

GOODLUCK INDIA LIMITED

Director

(M.C. Garg)

Chairman

Place: Ghaziabad

Date: 28.10.2023

VIPIN KUMAR & COMPANY Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To The Members of
GOODLUCK INDIA LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS financial statements of Goodluck India Limited ('The Company' or 'the Parent Company') and its subsidiaries (the Company and its subsidiaries company together referred as 'the Group'), which comprises the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Cash Flow, the Consolidated Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information ('the consolidated Ind AS financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2023, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

VIPIN KUMAR & COMPANY Chartered Accountants

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditor of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Ind AS financial statements.

1. Property, Plant & Equipment and Capital Work in progress

Valuation and existence of property, plant and equipment including assessment of useful lives and residual value. Property, plant and equipment represents a significant proportion of the Parent Company's asset base. The estimates and assumptions made to determine the carrying amounts, including whether and when to capitalize or expense certain costs, and the determination of depreciation charges are material to the Parent Company's financial position and performance. The charges in respect of periodic depreciation are derived after estimating an asset's expected useful life and the expected residual value. Changes to asset's carrying amounts, expected useful lives or residual value could result in a material impact on the financial statements and hence considered as key audit matter.

How our audit addressed the Key Audit Matter

Our audit procedures included the following:

Our audit approach consisted evaluation of design and implementation of controls, and testing the operating effectiveness of the internal controls over valuation of property, plant and equipment and review of useful lives; Periodic physical verification of property, plant and equipment for adequacy and appropriateness of the accounting and disclosure by the Management:

- We obtained an understanding of the Parent Company's capitalization policy and assessed for compliance with the relevant accounting standards;

- We carried out substantive tests on random sampling for all the major additions, deletions to the assets by applying all the characteristics of capital expenditure, proper classification of the same, with reference to the Parent Company's policy and accounting standards

- We obtained an understanding on management assessment relating to progress of projects and their intention to bring the asset to its intended use.

- We obtained certificates relating to useful lives of assets where, required.

VIPIN KUMAR & COMPANY Chartered Accountants

Information Other than the Financial Statements and Auditor's Report Thereon

The Parent Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report in the Annual Report but does not include the consolidated financial statements, standalone financial statements and our auditor's reports thereon.

Our opinion on the Consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive Income, consolidated cash flows and consolidated statement of changes in the equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

VIPIN KUMAR & COMPANY Chartered Accountants

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

VIPIN KUMAR & COMPANY Chartered Accountants

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTER

We did not audit the financial statements and other financial information, in respect of 4 subsidiaries, whose Ind AS financial statements include total assets of Rs 98.25 Lakhs as at March 31, 2023, and total revenues of Rs 96.35 Lakhs and total profit (Loss) after tax of Rs 89.89 Lakhs for the year ended on that date. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report(s) of such other auditors.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the management.

VIPIN KUMAR & COMPANY Chartered Accountants

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit for the aforesaid Consolidated Ind AS Financial Statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated statement of Cash Flow and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.

   d. In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

   e. On the basis of the written representations received from the directors of the Parent Company taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies, is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.

   f. With respect to the adequacy of the internal financial controls with reference to Consolidated Ind AS Financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A" to this report.

   g. In our opinion and based on the consideration of the reports of other statutory auditors of the subsidiaries, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Parent Company and its subsidiaries to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :

      (i) The Consolidated Ind AS financial statements disclose the impact of pending litigations as on March 31, 2023 on the Consolidated financial position of the Group.

      (ii) The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

      (iii) There has been no delay in transferring amount, required to be transferred, the Investor Education and Protection Fund by the Group.

VIPIN KUMAR & COMPANY Chartered Accountants

(iv) (a) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been received by the Parent or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) As stated in Note 12 (iii) of the Consolidated financial statements:

- The final dividend proposed in the previous year, declared and paid by the Parent Company during the year is in accordance with Section 123 of the Act, as applicable

- The interim dividend declared by the Parent Company during the year is in accordance with Section 123 of the Act.

- The Board of Directors of the Parent Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

VIPIN KUMAR & COMPANY
Chartered Accountants

(vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of the respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements.

For VIPIN KUMAR & COMPANY
Chartered Accountants
Firm Reg. No. 002123C

VIPIN KUMAR & COMPANY Chartered Accountants

(V.K. AGARWAL)
Partner
M.NO. 071279
UDIN : 23071279BGYZJL6984

Place : GHAZIABAD
Date : 15th May 2023

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Control Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Goodluck India Limited ("the Parent Company") and its subsidiary Companies as on March 31, 2023 in conjunction with our audit of the Consolidated Ind AS financial statements of the Parent company and its Subsidiary Companies for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent Company and 4 Subsidiary Companies are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). Theses responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its asset, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of the reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these Consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to Consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated financial statements included obtaining an understanding of internal financial controls with reference to Consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal

VIPIN KUMAR & COMPANY Chartered Accountants

control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control with reference to these Consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to these Consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to these Consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these Consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to these Consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023, based on the criteria for internal financial control over financial reporting established by the respective companies considering the

VIPIN KUMAR & COMPANY Chartered Accountants

essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

OTHER MATTER

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Parent Company, in so far as it relates to 4 subsidiary company, which is incorporated in India, is based on the corresponding report of the auditors of such Subsidiary Companies.

For VIPIN KUMAR & COMPANY
Chartered Accountants
Firm Reg. No. 002123C

(V.K. AGARWAL)
Partner
M.NO. 071279
UDIN : 23071279BGYZJL6984

Place : GHAZIABAD
Date : 15th May 2023

CONSOLIDATED BALANCE SHEET
AS AT 31ST MARCH 2023

(₹ in lakhs)

PARTICULARS	Note No.	As at 31.03.2023	As at 31.03.2022
A ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4(a)	40,062.55	36,277.79
(b) Capital Work in Progress	4(b)	3,704.76	3,058.57
Goodwill		76.66	76.66
(c) Financial assets			
(i) Investment (Quoted)	5 (i)	-	9.93
(ii) Investment (Unquoted)	5 (ii)	350.00	-
(d) Other non-current assets	6	722.36	656.31
Total - Non current assets		44,916.33	40,079.26
(2) Current assets			
(a) Inventories	7	52,010.66	42,807.23
(b) Financial Assets			
(i) Investment (Quoted)	5 (i)	9.83	-
(ii) Trade receivables	8	35,085.93	28,311.47
(iii) Cash and cash equivalents	9	36.03	27.57
(iv) Other balances with banks	10	1,144.00	1,291.66
(c) Other current assets	11	13,895.13	12,828.35
Total - Current assets		102,181.58	85,266.28
TOTAL - ASSETS		147,097.91	125,345.54
B EQUITY AND LIABILITIES			
(3) Equity			
(a) Equity share capital	12	545.13	520.13
(b) Other equity	13	61,456.00	46,071.79
Total - Equity		62,001.13	46,591.92
(4) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	9,085.51	11,740.57
(b) Provisions	15	655.04	521.40
(c) Deffered tax liabilities (net)	16	3,228.12	3,262.02
Total - Non current liabilities		12,968.67	15,523.99
(5) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	50,668.75	47,302.12
(ii) Trade payables	18	12,775.01	10,319.13
(b) Provisions	19	1,110.88	454.03
(c) Other current liabilities	20	7,573.47	5,154.35
Total - Current liabilities		72,128.11	63,229.63
TOTAL - EQUITY AND LIABILITIES		147,097.91	125,345.54

See accompanying notes to the Consolidated Financial Statements

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

VIPIN KUMAR & COMPANY Chartered Accountants

(V.K. AGARWAL)
Partner
M.No. 071279
UDIN : 23071279BGYZJL6984

Place : Ghaziabad
Date : 15th May 2023

On behalf of the Board of Directors
For Goodluck India Limited

(M.C.GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

CONSOLIDATED STATEMENT OF PROFIT AND LOSS
FOR THE YEARS ENDED ON 31ST MARCH 2023

GOODLUCK INDIA LIMITED

(₹ In lakhs)

PARTICULARS	Note No.	Year ended on 31st March, 2023	Year ended on 31st March, 2022
I Revenue from operations	21	307,200.76	261,321.26
II Other Income	22	1,479.40	389.05
III Total income		308,680.16	261,710.31
IV Expenses			
(a) Cost of raw materials consumed	23	232,157.73	191,849.20
(b) Purchase of stock-in-trade		-	0.70
(c) Changes in Inventories of Finished Goods, work-in-progress and Stock-in-trade	24	(7,885.58)	(3,539.97)
(d) Employee Benefit Expenses	25	12,588.51	9,659.86
(e) Finance Cost	26	6,551.55	5,734.60
(f) Depreciation & Amortization Expenses	27	3,259.47	2,896.58
(g) Other Expenses	28	49,903.00	45,051.97
Total expenses		296,574.68	251,652.94
V Profit before exceptional item & tax (III - IV)		12,105.48	10,057.37
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V-VI)		12,105.48	10,057.37
VIII Tax Expenses			
Income tax for previous year		240.87	(55.38)
Current Tax		3,118.42	2,536.50
Deferred Tax		(33.90)	75.17
MAT Credit Entitlement/ Tax Adjustment		-	-
IX Profit for the years (VII-VIII)		8,780.09	7,501.08
X Other Comprehensive Income for the period			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehaensive Income		-	-
XI Total Comprehensive Income for the year		8,780.09	7,501.08
XII Earnings per share			
Basic and Diluted	30	33.31	29.48

See accompanying notes to the Consolidated Financial Statements

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

VIPIN KUMAR & COMPANY Chartered Accountants

(V.K. AGARWAL)
Partner
M.No. 071279
UDIN : 23071279BGYZJ16984

On behalf of the Board of Directors
For Goodluck India Limited

(M.C.GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

Place : Ghaziabad
Date : 15th May 2023

GOODLUCK INDIA LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2023

(₹ in Lakhs)

DESCRIPTION		Year ended on 31st March, 2023	Year ended on 31st March, 2022
A. Cash Flow from operating activities:			
Net Profit before tax as per Profit & Loss Account		12,105.48	10,057.37
Adjustment for:			
Depreciation		3,259.47	2,896.58
(Profit)/ Loss on Sale of tangible Assets		(88.78)	(2.37)
Interest Income		(137.67)	(117.60)
Unrealised Exchange loss (Gain)		155.87	(333.20)
Bad debts written off		100.64	1,458.74
Loss on investment		0.66	0.82
Finance Cost		6,551.55	5,734.60
Operating Profit before working capital changes		21,947.22	19,694.94
Adjustment for:			
Increase/ (Decrease) in Trade payable		2,455.88	478.81
Increase/ (Decrease) in other payable		2,553.22	708.22
(Increase) / Decrease in Inventories		(9,203.43)	(7,554.30)
(Increase) / Decrease in Trade receivable		(6,875.10)	(6,286.57)
(Increase) / Decrease in Other receivable		(1,141.46)	2,761.31
Cash Generated from Operating Activities		9,736.33	9,802.41
Taxes Paid		(3,247.58)	(2,027.10)
Net Cash Flow From Operating Activities	TOTAL (A)	6,488.75	7,775.31
B. Cash flow from Investing Activities			
Capital expenditure on property, plant & equipment		(7,829.63)	(8,531.63)
Proceeds from sale of property, plant & equipment		227.99	43.85
Investments in equity shares of subsidiary		-	(80.00)
Investment in mutual funds		-	(10.00)
Investment in Unquoted Shares		(350.00)	-
Interest received		137.67	117.60
Net Cash used in Investing Activities	TOTAL (B)	(7,813.97)	(8,460.18)
C. Cash flow from Financing Activities			
Proceeds from issue of Equity Shares & Warrants		7,693.80	1,125.00
Proceeds from short term borrowings		3,614.05	4,936.14
Proceeds from long term borrowings (net)		(2,911.26)	668.70
Proceeds from Unsecured Loans (net)		6.58	0.84
Interest Paid		(6,549.35)	(5,722.01)
Dividend Paid		(520.14)	(378.84)
Net Cash Flow from Financing Activies	TOTAL (C)	1,333.68	629.83
Net Increase in cash and cash Equivalents	(A+B+C)	8.46	(55.04)
Cash and cash equivalents at the beginning of the year		27.57	79.27
Adjustment on account of Business Combination		-	3.34
Cash and cash equivalents at the end of the year		36.03	27.57

1. The above Cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS-7
2. Figures in bracket indicate Cash Outflow

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

VIPIN KUMAR & COMPANY Chartered Accountants

(V.K. AGARWAL)
Partner
M.No. 071279
UDIN : 23071279BGYZJL6984

Place : Ghaziabad
Date : 15th May 2023

On behalf of the Board of Directors
For Goodluck India Limited

(M.C.GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

GOODLUCK INDIA LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2023

A. Equity Share Capital

(₹ in lakhs)

Equity Shares of ₹ 2/- each issued, subscribed and fully paid	No. of Shares	Amount
As at April 1, 2021	24,506,250	490.13
Issued during the year	1,500,000	30.00
As at March, 31 2022	26,006,250	520.13
Issued during the year	1,250,000	25.00
As at March, 31 2023	27,256,250	545.13

B. Other Equity

(₹ in lakhs)

	Share Warrant Pending Allotment	Capital Reserve	Share Premium	General Reserve	Retained Earnings	OCI	Total Equity
As at April 1, 2021	-	2,537.81	4,826.43	3,762.44	26,727.13	-	37,853.81
Profit for the year		-	-	-	7,501.08	-	7,501.08
On share issued during the year	-		1,095.00				1,095.00
Adjustment on account of Amalgamation		-			0.74		0.74
Total Comprensive Income	-	2,537.81	5,921.43	3,762.44	34,228.95	-	46,450.63
-Dividend on equity Shares		-	-	-	378.84	-	378.84
As at April 1, 2022	-	2,537.81	5,921.43	3,762.44	33,850.11	-	46,071.79
Profit for the year		-	-	-	8,780.09	-	8,780.09
Share Warrant Money Received	2,068.80						2,068.80
Other Comprehensive Income		-	-	-	-	-	-
On share issued during the year	-		5,600.00				5,600.00
Adjustment on account of Amalgamation					0.57		0.57
Total Comprensive Income	2,068.80	2,537.81	11,521.43	3,762.44	42,630.76	-	62,521.25
-Dividend on equity Shares		-	-	-	1,065.25	-	1,065.25
As at March 31, 2023	2,068.80	2,537.81	11,521.43	3,762.44	41,565.51	-	61,456.00

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

VIPIN KUMAR & COMPANY Chartered Accountants

(V.K. AGARWAL)
Partner
M.No. 071279
UDIN : 23071279BGYZJL6984

On behalf of the Board of Directors
For Goodluck India Limited

(M.C. GARG)
Chairman
DIN NO. 00292437

(R.C. GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

Place : Ghaziabad
Date : 15th May 2023

1. COMPANY OVERVIEW

Goodluck India Limited ('The Company' or 'the Parent') and its subsidiaries (together referred to as "the Group") are engaged in the business of manufacture and sale of engineering product i.e. heavy engineered structure, transmission and distribution tower, CDW Tubes, Precision Tubes, Pipes, Sheets and forged engineering products at its manufacturing facilities located at Sikandrabad, Industrial Area, and Dadri in Uttar Pradesh, and Kutch in Gujarat.

Goodluck India Limited is a public limited company, incorporated on November 06, 1986 and is listed on BSE Ltd and NSE Ltd.

2. SIGNIFICANT ACCOUNTING POLICIES

A. STATEMENT OF COMPLIANCE

Consolidated Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirement of Division II of Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to Consolidated financial statement.

Accordingly, the Group has prepared these Consolidated Financial Statements which comprise the Balance Sheet as at 31 March, 2023, the Statement of Profit and Loss, the Statements of Cash Flows and the Statement of Changes in Equity for the year ended 31 March, 2023, and accounting policies and other explanatory information (together hereinafter referred to as "Consolidated Financial Statements" or "financial statements").

These financial statements have been approved by the Board of Directors in the meeting held on 15th May 2023.

B. BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

These financial statements have been prepared in accordance with the accounting policies, set out below and were consistently applied to all periods presented unless otherwise stated.

The financial statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

The Group's Consolidated financial statements are presented in Indian Rupees (₹), which is also its functional currency

C. BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company i.e. its subsidiaries. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

VIPIN KUMAR & COMPANY Chartered Accountants

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like item of assets, liabilities, equity, income and expense. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

D. BUSINESS COMBINATIONS

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. If The consideration transferred for the acquisition of a subsidiary, over the fair value of the net identifiable assets acquired, is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognized in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in other equity as capital reserve

Business combinations – common control transaction

Business combinations involving entities that are controlled by the group are accounted for using the pooling of interest method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.
- The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee.
- The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferee.

E. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

VIPIN KUMAR & COMPANY Chartered Accountants

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognised in the statement of profit and loss.

Depreciation on property, plant and equipment is provided using straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

F. INVENTORY

Inventories are stated at the lower of cost and net realizable value except in case of waste and scrap which are valued at net realizable value.

Cost of raw material 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 but excluding borrowing costs.

G. REVENUE RECOGNITION

The Group recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided. The amount of revenue excludes any amount collected on behalf of third parties. In contracts where freight is arranged by the Group and recovered from the customers, the same is treated as a separate performance obligation and revenue is recognised when such freight services are rendered.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, using effective interest rate.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

H. EMPLOYEES' BENEFITS

Employee benefits include provident fund, employee state insurance scheme, gratuity, compensated absences and performance incentives.

Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

VIPIN KUMAR & COMPANY Chartered Accountants

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries and annual leave in the year the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

The cost of the defined benefit plans and the present value of the defined benefit obligation ('DBO') are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

I. BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

J. FOREIGN CURRENCY TRANSACTIONS

The functional currency of the Company and its subsidiaries is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian Rupee (₹).

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the period in which they arise.

K. FINANCIAL INSTRUMENTS

1. Financial Assets

I. Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value are adjusted through profit or loss on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

VIPIN KUMAR & COMPANY Chartered Accountants

II. Subsequent measurement

i) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

III. Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

2. Financial liabilities

I. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

II. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

3. Derivative financial instruments

The Group uses various derivative financial instruments such as interest rate swaps, currency swaps and forwards contracts to mitigate the risk of changes in interest rates, exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

4. Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

L. LITIGATION

The Group is subject to legal proceedings and claims which have arisen in the ordinary course of business. The Group's management does not reasonably expect that these legal actions when ultimately concluded and determined will have a material and adverse affect on the Group's result of operations or financial condition.

M. TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the provisions of section 115BAA of the Income Tax Act, 1961.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

N. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the Balance Sheet.

Contingent assets are not recognized but disclosed in the financial statements when an inflow of economic benefit is probable.

VIPIN KUMAR & COMPANY Chartered Accountants

O. CASH AND CASH EQUIVALENT

Cash and cash equivalent in the Balance Sheet comprise cash at banks and in hand.

P. EARNING PER SHARE

Basic earnings per share are computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

3. CRITICAL ESTIMATION AND JUDGEMENTS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

- Estimation of current tax expense and payable – Note 16 (i)
- Estimation of defined benefit obligation – Note 15
- Recognition of deferred tax assets for carried forward tax losses – Note 16 (ii)

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

VIPIN KUMAR & COMPANY Chartered Accountants

4 (a). Property, Plant and equipment

(₹ in lakhs)

Particulars	Leasehold Land	Freehold Land	Factory Building	Office Building	Plant & Machinery	Furniture & fixture	Office equipment	Computer	Vehicle	Total
Cost/Deemed cost as at April 1, 2022	856.96	536.09	8,703.14	330.49	36,467.99	1,730.48	299.62	226.64	1,355.25	50,506.66
Additions	-	1,909.07	888.34	48.55	2,897.94	558.00	45.60	56.78	779.26	7,183.54
Disposals	-	-	-	109.16	-	-	-	-	169.20	278.36
Cost/Deemed cost as at March 31, 2023	856.96	2,445.16	9,591.48	269.88	39,365.93	2,288.48	345.22	283.42	1,965.31	57,411.84
Accumulated depriciation as at April 1, 2022	-	-	1,448.86	21.73	11,285.57	562.58	197.83	149.04	563.26	14,228.87
Charge for the period	-	-	300.65	3.99	2,516.70	173.91	37.61	36.18	190.43	3,259.47
Disposals	-	-	-	-	-	-	-	-	139.05	139.05
Accumulated depriciation as at March 31, 2023	-	-	1,749.51	25.72	13,802.27	736.49	235.44	185.22	614.64	17,349.29
Net Carrying value as at March 31, 2023	856.96	2,445.16	7,841.97	244.16	25,563.66	1,551.98	109.78	98.20	1,350.67	40,062.55

Particulars	Leasehold Land	Freehold Land	Factory Building	Office Building	Plant & Machinery	Furniture & fixture	Office equipment	Computer	Vehicle	Total
Cost/Deemed cost as at April 1, 2021	856.96	536.09	8,523.67	330.49	31,037.81	1,346.16	256.34	174.97	929.10	43,991.59
Additions	-	-	179.47	-	5,479.65	398.34	43.28	51.67	440.54	6,593.95
Disposals	-	-	-	-	49.47	15.02	-	-	14.39	78.88
Cost/Deemed cost as at Mar 31, 2022	856.96	536.09	8,703.14	330.49	36,467.99	1,730.48	299.62	226.64	1,355.25	50,506.66
Accumulated depriciation as at April 1, 2021	-	-	1,158.80	18.10	9,014.05	443.60	163.36	120.28	451.48	11,369.69
Charge for the period	-	-	290.06	3.63	2,293.34	125.28	34.46	28.76	121.06	2,896.58
Disposals	-	-	-	-	21.82	6.30	-	-	9.28	37.40
Accumulated depriciation as at Mar 31, 2022	-	-	1,448.86	21.73	11,285.57	562.58	197.83	149.04	563.26	14,228.87
Net Carrying value as at Mar 31, 2022	856.96	536.09	7,254.28	308.76	25,182.43	1,167.90	101.79	77.60	791.98	36,277.79

4 (b). Capital-Work-in Progress (CWIP)

(₹ in lakhs)

Particulars	As at 31st March, 2023					As at 31st March, 2022				
	< 1 Year	1-2 Years	1-2 Years	> 3 Years	Total	< 1 Year	1-2 Years	1-2 Years	> 3 Years	Total
At cost / deemed cost Project in progress										
Structure & Pipe division at Gujarat	1,364.18	1,373.58	-	-	2,737.76	1,545.41	-	-	-	1,545.41
Others	967.00	-	-	-	967.00	1,513.16	-	-	-	1,513.16
	2,331.18	1,373.58	-	-	3,704.76	3,058.57	-	-	-	3,058.57

VIPIN KUMAR & COMPANY Chartered Accountants

4 (c) Title deeds of immovable property not held in the name of the Group

Particulars	Property, Plant & Equipment
Description of item of property	Land
Gross carrying value	₹ 100.55 Lakhs
Title deeds held in the name of	Masterji Metalloys Pvt Ltd.
Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	N.A.
Property held since which date	29.08.2016
Reason for not held in the name of the company	With respect to the order of Hon'ble High Court of Delhi approving the scheme of amalgamation , the Company is in the process of getting the title deed in its name

5. INVESTMENTS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
(i) Other Investment (quoted)		
Investment in Mutual Fund	9.83	9.93
	9.83	9.93
(ii) Investment (Unquoted)		
Investment in Lone Cypress Venture Pvt Ltd.	350.00	-
35,00,000 equity shares of ₹10/- each fully paid up	350.00	-
(March 31, 2022-NIL)		
TOTAL:	359.83	9.93

The Group has accounted for its investments at Fair Value.

6. OTHER NON CURRENT ASSETS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
(Unsecured, unconfirmed, Considered good)		
Security Deposits	636.81	656.31
Others	85.55	-
TOTAL:	722.36	656.31

7. INVENTORIES

(₹ in lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
(As taken, valued and certified by the management)		
(At lower of cost and net realizable value unless stated otherwise)		
Raw Materials	16,469.82	15,455.21
Work-in-progress	10,578.49	5,592.68
Finished Goods	23,535.81	20,636.04
Stores, Spares & Packing Materials	1,426.54	1,123.30
TOTAL:	52,010.66	42,807.23

VIPIN KUMAR & COMPANY Chartered Accountants

8. TRADE RECEIVABLES

(₹ in lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Unsecured and Considered good	35,085.93	28,311.47
TOTAL:	35,085.93	28,311.47

Trade receivables are netted with Bill discounting of ₹ 5,501.52 lakhs (March 31, 2022- ₹ 5,346.26 lakhs)

Ageing of Trade Receivables as on 31st March, 2023

Outstanding for following periods from invoice date	Unsecured		Total
	Disputed	Undisputed	
Less than 6 months*	-	31,537.31	31,537.31
6 months - 1 year	-	1,408.07	1,408.07
1 year - 2 year	-	815.75	815.75
2 year - 3 year	-	316.05	316.05
More than 3 years	196.20	812.55	1,008.75
Net Debtors	196.20	34,889.73	35,085.93

* Including unbilled trade receivables of Rs. 24.08 Lakhs

Ageing of Trade Receivables as on 31st March, 2022

Outstanding for following periods from invoice date	Unsecured		Total
	Disputed	Undisputed	
Less than 6 months*	-	24,303.87	24,303.87
6 months - 1 year	-	987.97	987.97
1 year - 2 year	-	1,149.60	1,149.60
2 year - 3 year	18.70	605.34	624.04
More than 3 years	196.70	1,049.29	1,245.99
Net Debtors	215.40	28,096.07	28,311.47

* Including unbilled trade receivables of ₹ 992.47 Lakhs

Before accepting any new customer, the Group uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed once a year.

The Group does not hold any collateral or other credit enhancements over the balances of trade receivables.

Trade receivables hypothecated as security against borrowings.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

9. CASH AND CASH EQUIVALENT

(₹ in lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Cash in hand	30.46	24.63
Unrestricted Balances with banks	5.57	2.94
TOTAL:	36.03	27.57

VIPIN KUMAR & COMPANY Chartered Accountants

10. OTHER BALANCES WITH BANKS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Earmarked balances with Banks	1,144.00	1,291.66
TOTAL:	1,144.00	1,291.66

Earmarked balances with bank represents balances held for unpaid dividends and margin money against issue of bank guarantees, letter of credit, stand by letter of credit and security against tenders.

11. OTHER CURRENT ASSETS

(₹ In lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
(Unsecured, unconfirmed, Considered good)		
Advances to supplier	7,933.55	7,130.20
Capital Advances	458.12	189.28
Prepaid Expenses	352.00	323.60
Others	1,574.50	637.33
Provision for Mark-to-market on forward	-	210.71
Export benefits and entitlements	447.41	510.81
Tax balances /recoverable/ credits	3,129.55	3,826.42
TOTAL:	13,895.13	12,828.35

12. EQUITY SHARE CAPITAL

(₹ In lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
<u>Authorised Capital</u> 14,62,50,000 Equity Shares of ₹ 2/- each (14,62,50,000 equity shares as at March 31, 2022)	2,925.00	2,925.00
<u>Issued, subscribed and fully paid -up capital</u> 2,72,56,250 Equity Shares of ₹ 2/- each (2,60,06,250 equity shares as at March 31, 2022)	545.13	520.13
TOTAL:	545.13	520.13

The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held.

The company issued 12,90,000 warrants convertible in equity shares within 18 months at ₹ 305/- each on 20th July 2022. The company also issued 12,50,000 Equity shares on 19th December 2022 at ₹ 450/- each at a premium of ₹ 448/- per share and 9,64,600 warrants convertible in equity shares within 18 months at ₹ 450/- each on 19th December 2022.

VIPIN KUMAR & COMPANY Chartered Accountants

(i) Details of shareholders holding more than 5% shares in the company :

Name of Shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	% holding	No. of Shares	% holding
Mr. Nitin Garg	1486750	5.45	1486750	5.72
Arpna Capital Services Pvt Ltd.	228609	0.83	1500000	5.77

(ii) Details of shareholdings by the promoter/ promoter Group :

Name of Shareholder	As at 31st March, 2023		As at 31st March, 2022		% Changes during the year
	No. of Shares	% holding	No. of Shares	% holding	
MANISH GARG AND SONS HUF	127,708	0.47	127,708	0.49	-
M C GARG AND SONS HUF	172,500	0.63	172,500	0.66	-
ANIL KUMAR & SONS HUF	39,000	0.14	39,000	0.15	-
ASHISH KUMAR GARG & SONS HUF	78,938	0.29	78,938	0.30	-
MUNNILAL & SONS HUF	234,092	0.86	234,092	0.90	-
R C GARG & SONS HUF	680,167	2.50	680,167	2.62	-
SUSHIL KUMAR GARG & SONS HUF	81,415	0.30	81,415	0.31	-
RAM AGARWAL & SONS	50	0.00	50	0.00	-
SUNIL KUMAR & SONS HUF	131,750	0.48	131,750	0.51	-
KANAK LATA	325,415	1.19	325,415	1.25	-
NEETA GARG	675,770	2.48	675,770	2.60	-
SHIKHA GARG	499,250	1.83	499,250	1.92	-
RAM AGARWAL	728,956	2.67	728,956	2.80	-
ARCHANA AGARWAL	538,365	1.98	538,365	2.07	-
REKHA RANI	526,585	1.93	526,585	2.02	-
SAVITRI DEVI	312,875	1.15	312,875	1.20	-
RAMESH CHANDRA GARG	570,250	2.09	570,250	2.19	-
ANJU GARG	406,992	1.49	406,992	1.56	-
SUDHA GARG	364,700	1.34	364,700	1.40	-
SUNIL KUMAR GARG	232,977	0.85	232,977	0.90	-
SUSHIL KUMAR GARG	214,870	0.79	214,870	0.83	-
SAPNA GARG	409,247	1.50	409,247	1.57	-
ASHISH GARG	124,000	0.45	124,000	0.48	-
RAJIV GARG	637,750	2.34	637,750	2.45	-
REENA GARG	336,294	1.23	336,294	1.29	-
SHYAM AGARWAL	258,706	0.95	258,706	0.99	-
ANKITA AGARWAL	373,314	1.37	373,314	1.44	-
MAHESH CHANDRA GARG	377,250	1.38	377,250	1.45	-
MANISH GARG	755,107	2.77	755,107	2.90	-
NITIN GARG	1,486,750	5.45	1,486,750	5.72	-
MITHLESH GARG	715,000	2.62	715,000	2.75	-
UMESH GARG	556,768	2.04	556,768	2.14	-
PUSHPA GARG	824,337	3.02	824,337	3.17	-
SARAS GARG	314,500	1.15	314,500	1.21	-
RAJAT GARG	291,920	1.07	291,920	1.12	-
TUSHAR GARG	288,000	1.06	288,000	1.11	-
DHRUV AGGARWAL	75,000	0.28	75,000	0.29	-
PARUL GARG	220,000	0.81	220,000	0.85	-
RADHIKA GARG	220,000	0.81	220,000	0.85	-
RITU GARG	221,371	0.81	221,371	0.85	-
Harsh Garg	70,000	0.26	70,000	0.27	-
Swati Bansal	75,000	0.28	75,000	0.29	-
Umesh Garg & Sons HUF	75,000	0.28	75,000	0.29	-
Shruti Aggarwal	110,000	0.40	110,000	0.42	-
Bhavya Garg	250,000	0.92	250,000	0.96	-
Total	16,007,939	58.74	16,007,939	61.55	

VIPIN KUMAR & COMPANY Chartered Accountants

(iii) Dividend :

The Board of Directors, in its meeting held on 26th May, 2022, has recommended final dividend of 100% (₹ 2 per equity share of ₹ 2 each) for the year ended 31st March, 2022 and the same was approved by the shareholders at the Annual General Meeting held on 29th September 2022 , which resulted in a cash outflow of ₹ 520.12 Lakhs.

The Board of Directors, in its meeting held on 31st March, 2023, declared interim dividend of 100% (₹ 2.00 per equity share of ₹ 2 each) , which resulted in a cash outflow of ₹ 545.13 Lakhs.

The Board of Directors, in its meeting held on 15th May, 2023, has recommended final dividend of 125% (₹ 2.50 per equity share of ₹ 2 each) for the year ended 31st March, 2023 subject to the approval of shareholders at the ensuing annual general meeting.

13. OTHER EQUITY

(₹ in lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
General reserve	3,762.44	3,762.44
Retained earnings	41,565.52	33,850.11
Other reserves:		
Security premium account	11,521.43	5,921.43
Capital Reserve on Bargain Purchase	2,537.81	2,537.81
Share warrant	2,068.80	-
Total	61,456.00	46,071.79

(i) General reserve

Under the erstwhile Indian Companies Act 1956, a general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year.

Consequent to introduction of Companies Act 2013, the requirement of mandatory transfer of a specified percentage of the net profit to general reserve has been withdrawn and the Company can optionally transfer any amount from the surplus of profit or loss account to the General reserves.

The Company has not transferred any amount to general reserve during the year.

(ii) Retained Earnings

Retained earnings are the profits that the company has earned till date less any transfer to general reserve, dividends or other distribution paid to shareholders.

(iii) Security Premium

The amount received in excess of face value of the equity shares is recongnised in security premium. This reserves utilised in accordance with the specific provisions of the Companies Act 2013.

(iv) Capital Reserve

Reserve is primarily created on amalgamation as per statutory requirement. This reserve is utilised in accordance with the specific provisions of the Companies Act, 2013

14. LONG-TERM BORROWINGS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Term Loans:		
Secured Loan	9,118.85	11,775.27
Unamortised upfront fees on borrowing	(33.34)	(35.54)
Other Loans		
Unsecured Loan		
Related Parties	-	0.84
Net Amount	9,085.51	11,740.57

VIPIN KUMAR & COMPANY Chartered Accountants

(₹ In lakhs)

S. No.	Terms of repayments	31-Mar-23 Non-current	31-Mar-23 Current	31-Mar-22 Non-current	31-Mar-22 Current	Nature of Security
	Rupee Term Loans From Banks (Secured)					
1	14 quarterly installment of Rs. 154.83 lakhs each from 30.06.2023 to 30.09.2026	1,548.34	619.34	-	-	First exclusive charge on specified Machinery located at Plot No. 2839 Dhoom Manikpur, Dadri (U.P.) and personal guarantee of the directors of the Company and their relatives.
2	7 quarterly instalment of Rs. 75.00 lakhs each from 29.06.2023 to 29.12.2024	225.00	304.98	525.00	306.44	First charge on fixed assets of the Company located at A-42, A-45, A-51, A-59 & D-4 Industrial Area, Sikandrabad, Distt. Bulandshahr (U.P.) and Plot No. 2839 Dhoom Manikpur, Dadri (U.P.), and second charge on entire current assets of the Company, both present & future and personal guarantee of the directors of the Company and their relatives.
3	3 quarterly installment of Rs. 325.00 lakhs each from 30.06.2023 to 31.12.2023	-	975.00	975.00	1,300.00	First charge on entire fixed assets located at Village Bhachau distt. Kutch, Gujarat and second pari passu charge on entire current assets located at Village Bhachau distt. Kutch, Gujarat and personal guarantee of the directors of the Company.
4	1 quarterly installment of Rs. 250.00 lakhs on 05.05.2023	-	250.00	250.00	1,000.00	Subservient charge on Current Asset and movable fixed assets of the Company both present and future and personal guarantee of the directors of the Company and their relatives.
5	35 monthly installment of Rs. 44.79 lakhs each from 07.04.2023 to 07.02.2026	1,030.21	547.43	1,567.71	548.31	Second charge on Entire fixed assets of the Company and
6	48 monthly instalment of Rs. 22.40 lakhs each from 01.01.2024 to 01.12.2027	1,007.81	75.63	1,075.00	6.85	second charge on entire current assets of the Company, both
7	35 monthly instalment of Rs. 42.08 lakhs each from 30.04.2023 to 28.02.2026	967.92	505.00	1,472.92	505.00	
8	34 monthly installment (including interest) of Rs. 22.53 lakhs each from 20.04.2023 to 20.01.2026	460.30	220.08	692.74	215.57	present & future and equitable mortgage of two immovable
9	36 monthly installment of Rs. 27.00 lakhs each from 25.04.2023 to 25.03.2026	647.00	324.00	971.00	324.00	properties belonging to the directors of the Company and
10	34 monthly installment of Rs. 46.88 lakhs each from 30.04.2023 to 31.01.2026	1,031.25	575.37	1,593.75	577.36	their relatives, situated at Plot No. II-F-166 & II-F-167, Nehru
11	48 monthly instalment of Rs. 22.92 lakhs each from 31.03.2024 to 29.02.2028	1,077.08	31.56	1,100.00	7.43	Nagar, Ambedkar Road, Ghaziabad (U.P.)
	Rupee Term Loans From NBFC (Secured)					
12	44 monthly installment of Rs. 32.87 lakhs each from 05.04.2023 to 05.11.2026	1,051.69	404.56	1,471.40	289.30	First exclusive charge on specified Machinery located at Plot No. 2839 Dhoom Manikpur, Dadri (U.P.).
13	34 monthly instalment of Rs. 2.38 lakhs each from 05.04.2022 to 05.01.2026	52.25	29.10	80.75	29.21	Second charge on entire fixed assets of the Company except Fixed Assets located at Gujarat.
	Unamortised upfront fees on borrowing	(33.34)		(35.54)		
		9,085.52	4,862.05	11,739.73	5,109.47	

VIPIN KUMAR & COMPANY Chartered Accountants

15. LONG-TERM PROVISIONS

(₹ In lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Provision for Employees Benefits		
Provision for Gratuity	577.86	466.13
Provision for Compensated Absences	77.18	55.27
TOTAL:	655.04	521.40

16 (I). Income Tax

(a) Income tax expense / (benefits)

(₹ In lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Current tax :		
Current tax	3,118.42	2,536.50
Tax provision/(reversal) for earlier years	240.87	(55.38)
Deferred tax :		
Deferred tax	(33.90)	75.17
Total deferred tax	(33.90)	75.17
Total Tax expense / (benefit)	3,325.39	2,556.29

(b) Reconciliation of effective tax rate :

A reconciliation of Income tax expense applicable to accounting profit / (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows :

(₹ In lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Net income before taxes	12,105.48	10,057.37
Enacted tax rate in India	25.168%	25.168%
Computed tax expense	3,046.71	2,531.24
Increase/(reduction) in taxes on account of:		
Income exempt from taxation /Items not deductible	57.42	80.43
Effect of tax pertaining to prior years	240.87	(55.38)
Tax expense for the year	3,344.99	2,556.29
Effective income tax rate	27.63	25.42

Statutory income taxes are assessed as per the provisions of section 115BAA of the Income Tax Act 1961.

16 (II) DEFERRED TAX LIABILITY (Net)

(₹ In lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Deferred Tax Liability		
Deferred tax liabilities (net)	3,228.12	3,262.02
TOTAL:	3,228.12	3,262.02

(₹ In lakhs)

Deferred tax balance in relation to	As at 31 March 2022	Recognised/ reversed through profit and loss	Recognised in/ reclassified from OCI	As at 31 March 2023
Property, plant and equipment	3,292.67	118.90	-	3,411.57
Provisions	(30.65)	(152.80)	-	(183.45)
Total	3,262.02	(33.90)	-	3,228.12

(₹ In lakhs)

Deferred tax balance in relation to	As at 1 April 2021	Recognised/ reversed through profit and loss	Recognised in/ reclassified from OCI	As at 31 March 2022
Property, plant and equipment	3,207.02	85.65	-	3,292.67
Provisions	(20.17)	(10.48)	-	(30.65)
Total	3,186.85	75.17	-	3,262.02

VIPIN KUMAR & COMPANY Chartered Accountants

17. SHORT TERM BORROWINGS

(₹ In lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Secured Loans:		
From Banks and Financial Institution (Working Capital Loan)	45,806.70	42,192.65
Current maturities of long-term debt (Refer Note No. 14)	4,862.05	5,109.47
TOTAL:	50,668.75	47,302.12

Working capital limits from Banks and Financial Institution comprising of Cash credit Limits/ WCDL / Export credit Limits / Bills discounted/ Buyer's Credit are secured by first charge on entire current assets of the Group including stocks of raw-materials, work-in-progress, stock lying in godown and ports, finished goods and book debts both present & future and equitable mortgage of two immovable properties belonging to the directors of the Group and their relatives , situated at Plot No. II -F - 166 & II - F-167 , Nehru Nagar , Ambedkar Road , Ghaziabad (U.P.). Working capital limits from Banks and Financial Institution are further secured by way of second charge on entire fixed assets of the Group, and personal guarantee of the directors of the Group and their relatives.

18. TRADE PAYABLES

(₹ In lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
a) Outstanding dues of micro and small enterprises	0.48	0.11
b) Outstanding dues of creditors other than micro and small enterprises	12,774.53	10,319.02
TOTAL:	12,775.01	10,319.13

Ageing of Trade payables as on 31st March, 2023

Outstanding for following periods from invoice date	Unsecured		Total
	Disputed	Undisputed	
Less than 6 months*	-	12,674.45	12,674.45
6 months - 1 year	-	41.73	41.73
1 year - 2 year	-	51.24	51.24
2 year - 3 year	-	7.59	7.59
More than 3 years	-	-	-
Total Creditors	-	12,775.01	12,775.01

Ageing of Trade payables as on 31st March, 2022

Outstanding for following periods from invoice date	Unsecured		Total
	Disputed	Undisputed	
Less than 6 months*	-	10,267.87	10,267.87
6 months - 1 year	-	14.47	14.47
1 year - 2 year	-	36.79	36.79
2 year - 3 year	-	-	-
More than 3 years	-	-	-
Total Creditors	-	10,319.13	10,319.13

Amount due to micro and small enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Group. The disclosures relating to micro and small enterprises is as below:

(₹ In lakhs)

	As at 31.03.2023	As at 31.03.2022
(i) Principal amount remaining unpaid to supplier at the end of the year	0.48	0.11
(ii) Interest due / accrued thereon remaining unpaid to supplier at the end of the year	0.13	*
(iii) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
*represents ₹ 183.00		

VIPIN KUMAR & COMPANY Chartered Accountants

19. SHORT-TERM PROVISIONS

(₹ In lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Interim Dividend	545.12	-
Provision for:		
Current Taxes	565.76	454.03
TOTAL:	1,110.88	454.03

20. OTHER CURRENT LIABILITIES

(₹ In lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Unclaimed Dividends	21.30	21.31
Creditors for Capital Expenditure	362.21	218.27
Advance received from customer	2,656.96	1,646.31
Statutory dues	238.44	199.77
Provision for Gratuity	53.41	33.58
Provision for Compensated Absences	7.29	3.56
Liability for foreign currency forward contract	330.38	-
Other Payables	3,903.48	3,031.55
TOTAL:	7,573.47	5,154.35

21. REVENUE FROM OPERATIONS

(₹ In lakhs)

DESCRIPTION	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Sale of products*	297,496.09	253,519.98
Job Charges	7,301.97	4,252.05
Other operating revenues		
Export Benefits	1,527.96	1,406.29
Exchange Fluctuation	874.74	2,142.94
TOTAL:	307,200.76	261,321.26

* Includes freight services where arranged by the Group

22. OTHER INCOME

(₹ In lakhs)

DESCRIPTION	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Interest	137.67	117.60
Other Income	1,341.73	271.45
TOTAL:	1,479.40	389.05

23. COST OF RAW MATERIAL CONSUMED

(₹ In lakhs)

DESCRIPTION	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Inventory at the beginning of the year	15,455.21	11,392.60
Add: Purchases	233,172.34	195,911.81
	248,627.55	207,304.41
Less: Inventory at the end of the year	16,469.82	15,455.21
Cost of raw material consumed	232,157.73	191,849.20

23.1 VALUE OF IMPORTED/INDEGENOUS RAW MATERIAL CONSUMED

(₹ In lakhs)

DESCRIPTION	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Imported	1,476.50	-
Imported (% of consumption)	0.64%	-
Indigenous	230,681.23	191,849.20
Indigenous (% of consumption)	99.36%	100.00%
TOTAL:	232,157.73	191,849.20

VIPIN KUMAR & COMPANY Chartered Accountants

24. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK -IN-PROCESS AND STOCK-IN-TRADE

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Inventories at the beginning of the year		
Work-in-progress	5,592.68	5,335.01
Finished goods / Stock-in-Trade	20,636.04	17,353.74
	-	-
	26,228.72	22,688.75
Inventories at the end of the year		-
Work-in-progress	10,578.49	5,592.68
Finished goods / Stock-in-Trade	23,535.81	20,636.04
	34,114.30	26,228.72
TOTAL:	(7,885.58)	(3,539.97)

25. EMPLOYEE BENEFIT EXPENSES

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Salaries, Wages & Bonus	12,004.65	9,186.19
Contribution to provident and other fund	396.67	321.26
Staff Welfare Expenses	187.19	152.41
TOTAL:	12,588.51	9,659.86

26. FINANCE COST

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Interest on borrowings	5,839.61	5,081.71
Bank commission & charges	684.73	622.80
Unwinding of interest on financial liabilities carried at amortised cost	27.21	30.09
TOTAL:	6,551.55	5,734.60

27. DEPRECIATION & AMORTIZATION EXPENSES

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Depreciation on property, plant & equipment	3,259.47	2,896.58
TOTAL:	3,259.47	2,896.58

28. OTHER EXPENSES

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Consumption of stores and spares	6,191.44	4,993.42
Power & Fuel Expenses	12,099.97	8,857.74
Processing Charges	3,540.15	2,644.24
Repairs & Maintenance :		
a) Plant & Machinery	2,774.53	2,357.34
b) Building	203.44	237.13
c) Others	164.80	156.68
Freight & Forwarding	16,565.25	17,403.68
Advertisement	50.93	25.21
Commission & Rebate	1,625.25	1,266.36
Selling & Sales Promotion	170.66	46.47
Bad Debts Written off	100.64	1,458.74
Packing Materials	2,771.50	2,488.25
Printing & Stationery	85.27	71.93
Postage, Telegram & Telephone	73.25	57.52
Travelling and Conveyance	1,885.63	1,079.40
Legal & Professional Expenses	563.28	337.93
Insurance	197.31	180.85
Rates, Taxes & Fees	267.11	213.38
CSR Expenses	116.73	92.35
Miscellaneous Expenses	453.81	1,083.35
Loss on Sale of Fixed Assets	2.06	-
TOTAL:	49,903.00	45,051.97

VIPIN KUMAR & COMPANY Chartered Accountants *

28.1. VALUE OF STORES & SPARES CONSUMED

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Imported	8.90	6.99
Imported (% of consumption)	0.14%	0.14%
Indigenous	6,182.54	4,986.43
Indigenous (% of consumption)	99.86%	99.86%
TOTAL:	6,191.44	4,993.42

29. PAYMENT TO AUDITORS AS:

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Auditors		
Statutory Audit Fees	8.24	7.68
TOTAL:	8.24	7.68

30. EARNING PER SHARE

DESCRIPTION	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Net profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	8,780.09	7,501.08
Weighted average No. of Equity Shares	26,358,990	25,445,291
Basic and Diluted Earning per share (₹)	33.31	29.48
Face value per equity share (₹)	2.00	2.00

31. Financial instruments

31.1. Capital risk management

The Group being in a Working capital intensive industry, its objective is to maintain a strong credit rating, healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Group's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings. The principal source of funding of the Group has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets.

The Group regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects to capture market opportunities at minimum risk.

The Group monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents,Bank balances other than cash and cash equivalents.

(₹ in lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Long term borrowings	9,085.51	11,739.73
Current maturities of long term debt	4,862.05	5,109.47
Short term borrowings	45,806.70	42,192.65
Less: Cash and cash equivalent	(36.03)	(27.57)
Less: Bank balances other than cash and cash equivalent	(1,143.99)	(1,291.66)
Net debt	58,574.24	57,722.62
Total equity	62,001.13	46,591.92
Gearing ratio	0.94	1.24

1. Equity includes all capital and reserves of the Group.
2. Debt is defined as long term (excluding other loans from related parties) and short term borrowings.

VIPIN KUMAR & COMPANY Chartered Accountants

31.2 Categories of financial instruments

(₹ in lakhs)

DESCRIPTION	31st March, 2023		31st March, 2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Measured at amortised cost				
Non-current investment	350.00	350.00	10.00	9.93
Trade receivables	35,085.93	35,085.93	28,311.47	28,311.47
Cash and cash equivalents	36.03	36.03	23.60	23.60
Bank balances other than cash and cash equivalents	1,144.00	1,144.00	1,291.65	1,291.65
Total financial assets at amortised cost (A)	36,615.96	36,615.96	29,636.72	29,636.65
Financial liabilities				
Measured at amortised cost				
Long term Borrowings #	13,947.56	13,947.56	16,850.04	16,850.04
Short term Borrowings	45,806.70	45,806.70	42,192.65	42,192.65
Trade payables	12,775.01	12,775.01	10,319.13	10,319.13
Total financial liabilities carried at amortised cost (B)	72,529.27	72,529.27	69,361.82	69,361.82

including current maturities of long term debt.

31.3 Financial risk management

The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Group's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Group.

The risk management policies aims to mitigate the following risks arising from the financial instruments:
- Market risk
- Credit risk and
- Liquidity risk

31.4 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Group is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

The Group seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Group's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Group does not enter into or trade financial instruments, including derivatives for speculative purposes.

31.5 Foreign currency risk management

The Group's functional currency is Indian Rupees (INR). The Group undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Group's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Group is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Group's overall debt position in Rupee terms without the Group having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Group's receivables in foreign currency. In order to hedge exchange rate risk, the Group has a policy to hedge cash flows up to a specific tenure using forward exchange contracts. At any point in time, the Group hedges its estimated foreign currency exposure in respect of forecast sales over the following 6 months. In respect of imports and other payables, the Group hedges its payables as when the exposure arises.

All hedging activities are carried out in accordance with the Group's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable rules and regulations where the Group operates.

VIPIN KUMAR & COMPANY Chartered Accountants

The carrying amounts of the Group's monetary assets and monetary liabilities at the end of the reporting period are as follows:

Currency exposure as at 31 March 2023

(₹ in lakhs)

DESCRIPTION	USD	EURO	GBP	INR	Total
Financial assets					
Trade receivables	5,434.62	1,072.34	495.23	28,083.74	35,085.93
Bank balances other than cash and cash equivalents	-	-	-	1,144.00	1,144.00
Advance to supplier	257.38	81.63	-	7,594.54	7,933.55
Capital advances	-	-	-	458.12	458.12
Total financial assets	5,692.00	1,153.97	495.23	37,280.40	44,621.60
Financial liabilities					
Short term borrowings	1,860.80	-	-	43,945.90	45,806.70
Trade payables	5.02	-	0.54	12,769.45	12,775.01
Advance recd from customer	201.92	688.29	5.89	1,760.86	2,656.96
Creditors for capital expenditure	6.02	45.05	-	311.14	362.21
Total financial liabilities	2,073.76	733.34	6.43	58,787.35	61,600.88

Currency exposure as at 31 March 2022

(₹ in lakhs)

DESCRIPTION	USD	EURO	GBP	INR	Total
Financial assets					
Trade receivables	5,302.26	2,567.72	305.79	20,135.70	28,311.47
Bank balances other than cash and cash equivalents	-	-	-	1,291.66	1,291.66
Advance to supplier	51.11	-	-	7,079.09	7,130.20
Capital advances	-	-	13.99	175.29	189.28
Total financial assets	5,353.37	2,567.72	319.78	28,681.74	36,922.61
Financial liabilities					
Short term borrowings	235.27	-	-	41,957.38	42,192.65
Trade payables	13.54	-	-	10,305.48	10,319.02
Advance recd from customer	410.58	810.72	1.47	423.54	1,646.31
Creditors for capital expenditure	21.20	43.17	-	153.90	218.27
Total financial liabilities	680.59	853.89	1.47	52,840.30	54,376.25

The following table details the Group's sensitivity impact of 1% increase and decrease in the INR against the relevant foreign currencies. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis for outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant.

(₹ in lakhs)

DESCRIPTION	Increase		Decrease	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Receivable				
USD/INR	72.32	83.10	(72.32)	(83.10)
Payable				
USD/INR	19.24	3.14	(19.24)	(3.14)

Particulars of outstanding Short term forward exchange contracts entered into by the Group.

(₹ in lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
BUY		
No. of Contract	-	-
US $ equivalent	-	-
INR equivalent	-	-
MTM	-	-
SELL		
No. of Contract	102	82
US $ equivalent	14,535,618	17,462,020
INR equivalent	11,950.73	13,237.45
MTM	(330.38)	210.71

VIPIN KUMAR & COMPANY Chartered Accountants *

Unhegde Currency Risk position :

Amounts payable in foreign currency

(₹ in lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Trade Payable/ Creditors for Capital Expenditure		
US equivalent (in USD)	75,218	105,066
INR equivalent	56.63	77.91

31.6 Commodity price risk

The Group's revenue is exposed to the market risk of price fluctuations related to the sale of its steel products. Market forces generally determine prices for the steel products sold by the Group. These prices may be influenced by factors such as demand and supply, production costs (including the costs of raw material inputs) and global and regional economic conditions and growth. Adverse changes in any of these factors may reduce the revenue that the Group earns from the sale of its steel products.

The Group primarily procured its raw materials i. e. HR Coil, Angle shape and section, Ingot, Zinc etc. in the open market from third parties during the financial year ended 31.03.2023 and is therefore subject to fluctuations in prices.

The Group aims to sell the products at prevailing market prices. Similarly the Group procures key raw materials like HR Coil, Angle shape and section, Ingot and Zinc based on prevailing market rates as the selling prices of steel prices and the prices of input raw materials move in the same direction.

The Group as a matter of policy has not hedged the comodity risk.

The following table details the Group's sensitivity to a 5% movement in the input price of HR Coil, Angle shape and section, Ingot, Zinc etc. The sensitivity analysis includes only 5% change in commodity prices for quantity sold or consumed during the year, with all other variables held constant. A positive number below indicates an increase in profit where the commodity prices increase by 5%. For a 5% reduction in commodity prices, there would be a comparable impact on profit, and the balances below would be negative.

(₹ in lakhs)

DESCRIPTION	Increase		Decrease	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
HR Coil, Angle shape and section, Ingot, Zinc	11,648.02	9,677.41	(11,648.02)	(9,677.41)

31.7 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Group are principally denominated in rupees and US dollars with a mix of fixed and floating rates of interest. The Group has exposure to interest rate risk, arising principally on changes in MCLR rate and LIBOR rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings.

If interest rates had been 100 basis points higher / lower and all other variables were held constant, the Group's profit for the year ended 31 March 2023 would decrease / increase by ₹ 527.51 lakhs (for the year ended 31 March 2022: decrease / increase by ₹ 418.08 lakhs). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

31.8 Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Group has adopted a policy of only dealing with creditworthy counterparties.

Customer credit risk is managed centrally by the Group and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.

Credit risk on receivables is also mitigated by securing the same against letters of credit and guarantees of reputed nationalised and private sector banks. Trade receivables consist of a large number of customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

31.9 Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Group requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Group generates sufficient cash flow for operations, which together with the available cash and cash equivalents provide liquidity in the short-term and long-term. The management of the Group has established an appropriate liquidity risk management framework for Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

Liquidity exposure as at 31st March 2023

(₹ in lakhs)

DESCRIPTION	< 1 Year	1-5 Year	> 5 Year	Total
Financial assets				
Trade receivables	35,085.93	-	-	35,085.93
Cash and cash equivalents	36.03	-	-	36.03
Bank balances other than cash and cash equivalents	1,144.00	-	-	1,144.00
Total financial assets	36,265.96	-	-	36,265.96
Financial liabilities				
Long term borrowings	4,854.62	9126.27	-	13,980.89
Short term borrowings	45,806.70	-	-	45,806.70
Trade payables	12,775.01	-	-	12,775.01
Total financial liabilities	63,436.33	9,126.27	-	72,562.60

Liquidity exposure as at 31ST March 2022

(₹ in lakhs)

DESCRIPTION	< 1 Year	1-5 Year	> 5 Year	Total
Financial assets				
Trade receivables	28,311.47	-	-	28,311.47
Cash and cash equivalents	27.57	-	-	27.57
Bank balances other than cash and cash equivalents	1,291.66	-	-	1,291.66
Total financial assets	29,630.71	-	-	29,630.71
Financial liabilities				
Long term borrowings	5,109.47	11322.46	453.65	16,885.58
Short term borrowings	42,192.65	-	-	42,192.65
Trade payables	10,319.13	-	-	10,319.13
Total financial liabilities	57,621.26	11,322.46	453.65	69,397.37

The Group has pledged its trade receivables and cash & cash equivalents in order to fulfil certain collateral requirements for the banking facilities extended to the Group. There is obligation to return the securities to the Group once these banking facilities are surrendered.

Chartered Accountants

32. RELATED PARTY DISCLOSURES:

As per Ind AS-24, the disclosure of transactions with the related parties are given below:

(I) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Name of Related Party	Relationship
Shri M. C. Garg, Chairman Shri R. C. Garg, Director Shri Nitin Garg , Director	Key Management Personnel
Shri Manish Garg Shri Umesh Garg Shri Harsh Garg Smt. Shuchita Garg Smt. Savitri Devi Smt. Pushpa Garg Smt. Kanak Lata	Relatives of Key Management Personnel
Excellent Fincap Pvt. Ltd. Shri Jee Housing Pvt Ltd.	Others (Enterprises Over which Key Management Personel are able to exercise significant influence)

(II) Transactions during the year with related parties:

(₹ In lakhs)

Nature of Transactions	Key Management Personnel	Relatives of Key Mgt. Personnel	Others	Total
Loans Taken:				
Current Year	-	-	642.83	642.83
Previous Year	-	-	0.84	0.84
Loans Repaid:				
Current Year	-	-	649.93	649.93
Previous Year	-	-	-	-
Advance Given:				
Current Year	-	-	85.55	85.55
Previous Year	-	-	147.50	147.50
Advance Received Back:				
Current Year	-	-	-	-
Previous Year	-	-	308.66	308.66
Interest Paid:				
Current Year	-	-	1.44	1.44
Previous Year	-	-	-	-
Interest Received:				
Current Year	-	-	-	-
Previous Year	-	-	10.29	10.29
Rent Paid:				
Current Year	3.00	9.00	-	12.00
Previous Year	-	-	-	-
Remuneration Paid:				
Current Year	378.99	311.89	-	690.88
Previous Year	204.00	126.00	-	330.00
Goods Purchased:				
Current Year	-	7.11	-	7.11
Previous Year	-	-	-	-
Goods sold:				
Current Year	1.26	-	13.79	15.05
Previous Year	0.52	-	1.84	2.36

VIPIN KUMAR & COMPANY Chartered Accountants

(iii) Balances with related parties as at March 31, 2023 :

(₹ in lakhs)

	Key Management Personnel	Relatives of Key Mgt. Personnel	Others	Total
Unsecured Loans				
Current Year	-	-	-	-
Previous Year	-	-	0.84	0.84
Outstanding Receivables				
Current Year	1.70	-	85.55	87.25
Previous Year	-	-	-	-
Other Liabilities				
Current Year	3.25	5.10	-	8.35
Previous Year	7.60	6.45	0.64	14.69

33. CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
Contingent Liabilities		
1. Outstanding bank guarantees issued by the banks & counter guaranteed by the Group and other guarantees	7,012.09	3,583.13
2. Bills discounted with Banks	5,501.52	5,346.26
3. Disputed demand under Central Excise & Commercial Tax U.P.	19.84	26.99
4. Disputed demand under Income Tax Act	-	200.25
Commitments		
i) Estimated amount of contracts remaining to be executed on Capital Account and not provided for	2,958.12	2,689.28

34. Additional Information

EARNING IN FOREIGN CURRENCY

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2023	Year ended on 31st March, 2022
FOB Value of Exports	85,643.96	99,311.51

35. SEGMENT INFORMATION

The Group is in the business of manufacturing and sale of Iron & steel products. Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker "CODM" of the Group. The CODM is responsible for allocating resources and assessing performance of the operating segments. The Group has monthly review and forecasting procedure in place and CODM reviews the operations of the Group as a whole, hence there are no reportable segments as per Ind AS 108 "Operating Segments"

a) Revenue from operations

The following information discloses revenue from external customers based on geographical areas :

(₹ in lakhs)

DESCRIPTION	As at 31.03.2023	As at 31.03.2022
- Within India	212,230.93	151,786.82
- Outside India	92,567.13	105,985.21
Total Revenue	304,798.06	257,772.03

b) Non-current operating assets

All non –current assets of the Group are located in India.

VIPIN KUMAR & COMPANY Chartered Accountants *

36. Enterprises consolidated as subsidiary in accordance with Ind AS 110-Consolidated Financial Statements

Name of Enterprise	Country of Incorporation	Proportion of ownership interest
Goodluck Infrapower Pvt Ltd	India	100%
GLS Steel India Limited	India	100%
GLS Engineering India Limited	India	100%
GLS Metallics India Limited	India	100%

37.Disclosure of additional information pertaining to the Parent Company and Subsidiaries as per Schedule III of Companies Act, 2013

(₹ in lakhs)

Particulars	Goodluck India Limited	Goodluck Infrapower Pvt Ltd	GLS Steel India Ltd.	GLS Engineering India Ltd.	GLS Metallics India Limited	Total
% of Consolidated Net Assets	99.85	0.14	(0.00)	(0.00)	(0.00)	100.00
Net Assets (Amt in lakhs)	61,908.22	93.85	(0.28)	(0.28)	(0.38)	62,001.13
% of Consolidated profit or loss	98.97	1.03	(0.00)	(0.00)	(0.00)	100.00
Profit or loss (Amt in lakhs)	8,690.20	90.51	(0.21)	(0.21)	(0.20)	8,780.10

38. Salient features of financial statements of subsidiaries as per Companies Act, 2013

(₹ in lakhs)

Particulars	Goodluck Infrapower Pvt Ltd	GLS Steel India Ltd.	GLS Engineering India Limite	GLS Metallics India Limited
Reporting Currency	INR	INR	INR	INR
Equity share capital	5.00	1.00	1.00	1.00
Other equity	88.85	(1.28)	(1.28)	(1.38)
Total assets	95.64	0.90	0.91	0.80
Total liabilities	1.79	1.19	1.18	1.19
Turnover	96.35	-	-	-
Profit (losses) before taxes	94.53	(0.21)	(0.21)	(0.20)
Provision for taxation	4.02	-	-	-
Profit (losses) after taxes	90.51	(0.21)	(0.21)	(0.20)
% of shareholding	100%	100%	100%	100%

Name of the Subsidiaries which is yet to commence operations -

Name of the Company
1. GLS Steel India Limited
2. GLS Engineering India Limited
3. GLS Metallics India Limited
4. Goodluck Infrapower Pvt Ltd

KUMAR & COMPANY Chartered Accountants INDIA *

39. Details of Corporate Social Responsibility (CSR) Expenditure :

(₹ in lakhs)

Particulars	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Amount required to be spent by the Group during the year	127.40	84.49
Amount of expenditure incurred		
(i) Construction/ acquisition of any asset	-	-
(ii) On purpose other than (i) above	116.73	92.35
Surplus (Shortfall) at the end of the year	(10.67)	7.86
Total of previous years surplus (shortfall)	26.65	18.79
Reason for Shortfall	N.A.	N.A.
Nature of CSR activities	(i) Animal Welfare (ii) Covid - 19 Relief (iii) Promoting Healthcare (iv) Promoting Education	
Amount unspent, if any:	-	-

40. Key Ratios

Ratio	As at 31st March, 2023	As at 31st March, 2022	Variance	Reason for variance
(a) Current Ratio (in times) (Total Current Assets / Total Current Liabities)	1.42	1.35	5.05%	-
(b) Debt Equity Ratio (in times) (Total Debts / Total Equity)	0.96	1.27	-23.95%	Increase was primarily on account of increase in Equity
(c) Debt Service Coverage Ratio (in times) (EBIDTA / (Interest Expense+ Principal Repayments made during the period for Long term Debts)	1.88	2.06	-8.71%	-
(d) Return on Equity Ratio (%) (Net profit after Tax / Average Networth)	16.17%	17.66%	-8.46%	-
(e) Inventory Turnover Ratio (no. of days) (Cost of Goods Sold / Average Inventory)	64.40	63.81	0.92%	-
(f) Trade Receivables Turnover Ratio (no. of days) (Revenue from operation / Average Trade receivables)	37.96	36.67	3.52%	-
(g) Trade Payables Turnover Ratio (no. of days) (Net Purchases / Average Trade Payables)	18.08	18.78	-3.75%	-
(h) Net Capital Turnover Ratio (in times) (Value of Sales & Services / Net Working Capital)	10.14	11.70	-13.30%	-
(i) Net Profit Margin Ratio (%) (Profit After Tax (after exceptional items) / Value of Sales & Services)	2.88%	2.91%	-1.01%	-
(j) Return on Capital Employed Ratio (%) (Profit before Tax + Interest on long Term Loans / (Net Worth + Long Term Borrowings+ Deffered tax)	17.04%	17.13%	-0.53%	-

VIRAJ KUMAR & COMPANY Chartered Accountants

41. Other Statutory Information :

a) The Group does not have any benami property, where any proceeding has been initiated or pending against the Group for holding any benami property.

b) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

c) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall :

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (ultimate beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

d)The Group has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall :

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

e) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

f) The Group is not declared wilful defaulter by any bank or financials institution or lender during the year.

g) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

h) Quarterly returns or statements of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts.

i) The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.

j) The title deeds of all the immovable properties except leasehold & freehold land pertaining to one subsidiary Group amalgamated during fiscal year 2016-17 having gross block amounting to ₹ 100.55 Lakhs, disclosed in the financial statements included in property, plant and equipment and capital work-in progress are held in the name of the Group as at the balance sheet date.

42. The previous year figures have been regrouped / reclassified / rearranged, wherever necessary to confirm to the current year presentation.

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

VIPIN KUMAR & COMPANY Chartered Accountants

(V.K. AGARWAL)
Partner
M.No. 071279
UDIN : 23071279BGYZJL6984

On behalf of the Board of Directors
For Goodluck India Limited

(M.C.GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

Place : Ghaziabad
Date : 15th May 2023

INDEPENDENT AUDITORS' REPORT

To The Members of
GOODLUCK INDIA LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS financial statements of Goodluck India Limited ('The Company' or 'the Parent Company') and its subsidiaries (the Company and its subsidiaries company together referred as 'the Group'), which comprises the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Cash Flow, the Consolidated Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information ('the consolidated Ind AS financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2022, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

VIPIN KUMAR & COMPANY Chartered Accountants

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditor of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Ind AS financial statements.

1. Property, Plant & Equipment and Capital Work in progress

Valuation and existence of property, plant and equipment including assessment of useful lives and residual value. Property, plant and equipment represents a significant proportion of the Parent Company's asset base. The estimates and assumptions made to determine the carrying amounts, including whether and when to capitalize or expense certain costs, and the determination of depreciation charges are material to the Parent Company's financial position and performance. The charges in respect of periodic depreciation are derived after estimating an asset's expected useful life and the expected residual value. Changes to asset's carrying amounts, expected useful lives or residual value could result in a material impact on the financial statements and hence considered as key audit matter.

How our audit addressed the Key Audit Matter

Our audit procedures included the following:

Our audit approach consisted evaluation of design and implementation of controls, and testing the operating effectiveness of the internal controls over valuation of property, plant and equipment and review of useful lives; Periodic physical verification of property, plant and equipment for adequacy and appropriateness of the accounting and disclosure by the Management:

- We obtained an understanding of the Parent Company's capitalization policy and assessed for compliance with the relevant accounting standards;
- We carried out substantive tests on random sampling for all the major additions, deletions to the assets by applying all the characteristics of capital expenditure, proper classification of the same, with reference to the Parent Company's policy and accounting standards
- We obtained an understanding on management assessment relating to progress of projects and their intention to bring the asset to its intended use.
- We obtained certificates relating to useful lives of assets where, required.

VIPIN KUMAR & COMPANY Chartered Accountants

Information Other than the Financial Statements and Auditor's Report Thereon

The Parent Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility Report in the Annual Report but does not include the consolidated financial statements, standalone financial statements and our auditor's reports thereon.

Our opinion on the Consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Parent Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive Income, consolidated cash flows and consolidated statement of changes in the equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

VIPIN KUMAR & COMPANY Chartered Accountants

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

VIPIN KUMAR & COMPANY Chartered Accountants

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTER

We did not audit the financial statements and other financial information, in respect of 4 subsidiaries, whose Ind AS financial statements include total assets of Rs 113.13 Lakhs as at March 31, 2022, and total revenues of Rs Nil and total profit (Loss) after tax of Rs (0.88) Lakhs for the year ended on that date. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report(s) of such other auditors.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the management.

VIPIN KUMAR & COMPANY Chartered Accountants *

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit for the aforesaid Consolidated Ind AS Financial Statements.

   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated statement of Cash Flow and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.

   d. In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

   e. On the basis of the written representations received from the directors of the Parent Company taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies, is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.

   f. With respect to the adequacy of the internal financial controls with reference to Consolidated Ind AS Financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A" to this report.

   g. In our opinion and based on the consideration of the reports of other statutory auditors of the subsidiaries, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Parent Company and its subsidiaries to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :

      (i) The Consolidated Ind AS financial statements disclose the impact of pending litigations as on March 31, 2022 on the Consolidated financial position of the Group.

      (ii) The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

      (iii) There has been no delay in transferring amount, required to be transferred, to the Investor Education and Protection Fund by the Group.

VIPIN KUMAR & COMPANY
Chartered Accountants

(iv) (a) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been received by the Parent or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(v) As stated in Note 12 (iii) of the Consolidated financial statements:

- The interim dividend declared and paid by the Holding Company during the year is in accordance with Section 123 of the Act.
- The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

VIPIN KUMAR & COMPANY Chartered Accountants

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of the respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements.

For VIPIN KUMAR & COMPANY
Chartered Accountants
Firm Reg. No. 002123C

VIPIN KUMAR & COMPANY Chartered Accountants

(V.K. AGARWAL)
Prop.
M.NO. 071279
UDIN : 22071279AJQSNO5062

Place : GHAZIABAD
Date : 26th May 2022

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Control Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Goodluck India Limited ("the Parent Company") and its subsidiary Companies as on March 31, 2022 in conjunction with our audit of the Consolidated Ind AS financial statements of the Parent company and its Subsidiary Companies for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent Company and 4 Subsidiary Companies are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). Theses responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its asset, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of the reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these Consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to Consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated financial statements included obtaining an understanding of internal financial controls with reference to Consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal

VIPIN KUMAR & COMPANY Chartered Accountants

control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control with reference to these Consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to these Consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to these Consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these Consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to these Consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2022, based on the criteria for internal financial control over financial reporting established by the respective companies considering the

VIPIN KUMAR & COMPANY Chartered Accountants

essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

OTHER MATTER

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Parent Company, in so far as it relates to 4 subsidiary company, which is incorporated in India, is based on the corresponding report of the auditors of such Subsidiary Companies.

For VIPIN KUMAR & COMPANY
Chartered Accountants
Firm Reg. No. 002123C

(V.K. AGARWAL)
Prop.
M.NO. 071279
UDIN : 22071279AJQSNO5062

Place : GHAZIABAD
Date : 26th May 2022

CONSOLIDATED BALANCE SHEET
AS AT 31ST MARCH 2022

(₹ In lakhs)

PARTICULARS	Note No.	As at 31.03.2022	As at 31.03.2021
A ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4(a)	36,277.79	32,512.74
(b) Capital Work in Progress	4(b)	3,058.57	1,230.06
(c) Goodwill		76.66	-
(d) Financial assets			
(i) Other Investment	5	9.93	-
(e) Other non-current assets	6	656.31	609.89
Total - Non current assets		40,079.26	34,352.69
(2) Current assets			
(a) Inventories	7	42,807.23	35,252.93
(b) Financial Assets			
(i) Trade receivables	8	28,311.47	23,483.64
(ii) Cash and cash equivalents	9	27.57	79.27
(iii) Other balances with banks	10	1,291.66	968.77
(c) Other current assets	11	12,828.35	15,625.81
Total - Current assets		85,266.28	75,410.42
TOTAL - ASSETS		125,345.54	109,763.11
B EQUITY AND LIABILITIES			
(3) Equity			
(a) Equity share capital	12	520.13	490.13
(b) Other equity	13	46,071.79	37,853.81
Total - Equity		46,591.92	38,343.94
(4) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	11,740.57	12,824.97
(b) Provisions	15	521.40	468.04
(c) Deffered tax liabilities (net)	16	3,262.02	3,186.85
Total - Non current liabilities		15,523.99	16,479.86
(5) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	42,192.65	37,256.50
(ii) Trade payables	18	10,319.13	9,840.32
(b) Provisions	19	454.03	-
(c) Other current liabilities	20	10,263.82	7,842.49
Total - Current liabilities		63,229.63	54,939.31
TOTAL - EQUITY AND LIABILITIES		125,345.54	109,763.11

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

VIPIN KUMAR & COMPANY Chartered Accountants

(V.K. AGARWAL)
Prop.
M.No. 071279
UDIN : 22071279AJQSNO5062

On behalf of the Board of Directors
For Goodluck India Limited

(M.C.GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

Place : Ghaziabad
Date : 26th May 2022

CONSOLIDATED STATEMENT OF PROFIT AND LOSS
FOR THE YEARS ENDED ON 31ST MARCH 2022

(₹ in lakhs)

PARTICULARS	Note No.	Year ended on 31st March, 2022	Year ended on 31st March, 2021
I Revenue from operations	21	261,321.26	157,211.52
II Other Income	22	389.05	588.45
III Total Income		261,710.31	157,799.97
IV Expenses			
(a) Cost of raw materials consumed	23	191,849.20	115,371.00
(b) Purchase of stock-in-trade		0.70	1.20
(c) Changes in Inventories of Finished Goods, work-in-progress and Stock-in-trade	24	(3,539.97)	(3,387.05)
(d) Employee Benefit Expenses	25	9,659.86	7,358.66
(e) Finance Cost	26	5,734.60	5,467.68
(f) Depreciation & Amortization Expenses	27	2,896.58	2,750.00
(g) Other Expenses	28	45,051.97	26,219.61
Total expenses		251,652.94	153,781.10
V Profit before exceptional item & tax (III - IV)		10,057.37	4,018.87
VI Exceptional Items			
VII Profit/(loss) before tax (V-VI)		10,057.37	4,018.87
VIII Tax Expenses			
Income tax for previous year		(55.38)	(12.20)
Current Tax		2,536.50	925.27
Deferred Tax		75.17	101.09
MAT Credit Entitlement/ Tax Adjustment		-	-
IX Profit for the years (VII-VIII)		7,501.08	3,004.71
X Other Comprehensive Income for the period			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehaensive Income		-	-
XI Total Comprehensive Income for the year		7,501.08	3,004.71
XII Earnings per share			
Basic and Diluted	30	29.48	13.01

See accompanying notes to the Consolidated Financial Statements

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

(V.K. AGARWAL)
Prop.
M.No. 071279
UDIN : 22071279AJQSNO5062

Place : Ghaziabad
Date : 26th May 2022

On behalf of the Board of Directors
For Goodluck India Limited

(M.C.GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

GOODLUCK INDIA LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2022

(₹ In Lakhs)

DESCRIPTION		Year ended on 31st March, 2022	Year ended on 31st March, 2021
A. Cash Flow from operating activities:			
Net Profit before tax as per Profit & Loss Account		10,057.37	4,018.87
Adjustment for:			
Depreciation		2,896.58	2,750.00
(Profit)/ Loss on Sale of tangible Assets		(2.37)	5.55
Interest Income		(117.60)	(93.84)
Unrealised Exchange loss (Gain)		(333.20)	(312.75)
Bad debts written off		1,458.74	-
Loss on investment		0.82	1.70
Finance Cost		5,734.60	5,467.68
Operating Profit before working capital changes		19,694.94	11,837.21
Adjustment for:			
Increase/ (Decrease) in Trade payable		478.81	3,057.41
Increase/ (Decrease) in other payable		708.22	809.79
(Increase) / Decrease in Inventories		(7,554.30)	(3,789.09)
(Increase) / Decrease in Trade receivable		(6,286.57)	408.04
(Increase) / Decrease in Other receivable		2,761.31	(6,827.85)
Cash Generated from Operating Activities		9,802.41	5,495.51
Taxes Paid		(2,027.10)	(1,184.78)
Net Cash Flow From Operating Activities	TOTAL (A)	7,775.31	4,310.73
B. Cash flow from Investing Activities			
Capital expenditure on property, plant & equipment		(8,531.63)	(2,321.32)
Proceeds from sale of property, plant & equipment		43.85	16.12
Investments in equity shares of subsidiary		(80.00)	-
Investment in mutual funds		(10.00)	-
Interest received		117.60	93.84
Net Cash used in Investing Activities	TOTAL (B)	(8,460.18)	(2,211.36)
C. Cash flow from Financing Activities			
Proceeds from issue of Equity Shares & Warrants		1,125.00	731.25
Proceeds from short term borrowings		4,936.14	(2,258.43)
Proceeds from long term borrowings (net)		668.70	4,638.23
Proceeds from Unsecured Loans (net)		0.84	-
Interest Paid		(5,722.01)	(5,422.16)
Dividend Paid		(378.84)	-
Net Cash Flow from Financing Activies	TOTAL (C)	629.83	(2,311.11)
Net increase in cash and cash Equivalents	(A+B+C)	(55.04)	(211.74)
Cash and cash equivalents at the beginning of the year		79.27	291.01
Adjustment on account of Business Combination		3.34	-
Cash and cash equivalents at the end of the year		27.57	79.27

1. The above Cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS-7
2. Figures in bracket indicate Cash Outflow

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

(V.K. AGARWAL)
Prop.
M.No. 071279
UDIN : 22071279AJQSNO5062

On behalf of the Board of Directors
For Goodluck India Limited

(M.C.GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

Place : Ghaziabad
Date : 26th May 2022

GOODLUCK INDIA LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2022

A. Equity Share Capital

(₹ in lakhs)

Equity Shares of ₹ 2/- each issued, subscribed and fully paid	No. of Shares	Amount
As at April 1, 2020	23,006,250	460.13
Issued during the year	1,500,000	30.00
As at March, 31 2021	24,506,250	490.13
Issued during the year	1,500,000	30.00
As at March, 31 2022	26,006,250	520.13

B. Other Equity

(₹ in lakhs)

	Share Warrant Pending Allotment	Capital Reserve	Share Premium	General Reserve	Retained Earnings	OCI	Total Equity
As at April 1, 2020	243.75	2,537.81	3,881.43	3,762.44	23,720.71	-	34,146.14
Profit for the year		-	-	-	3,004.71	-	3,004.71
On share issued during the year	(243.75)		945.00				701.25
Adjustment on account of Amalgamation		-			1.71		1.71
Total Comprensive Income	-	2,537.81	4,826.43	3,762.44	26,727.13	-	37,853.81
-Dividend on equity Shares		-	-	-	-	-	-
As at April 1, 2021	-	2,537.81	4,826.43	3,762.44	26,727.13	-	37,853.81
Profit for the year		-	-	-	7,501.08	-	7,501.08
Other Comprehensive Income		-	-	-	-	-	-
On share issued during the year	-		1,095.00				1,095.00
Adjustment on account of Amalgamation					0.74		0.74
Total Comprensive Income	-	2,537.81	5,921.43	3,762.44	34,228.95	-	46,450.63
-Dividend on equity Shares	-		-	-	378.84	-	378.84
As at March 31, 2022	-	2,537.81	5,921.43	3,762.44	33,850.11	-	46,071.79

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

(V.K. AGARWAL)
Prop.
M.No. 071279
UDIN : 22071279AJQSNO5062

VIPIN KUMAR & COMPANY Chartered Accountants

On behalf of the Board of Directors
For Goodluck India Limited

(M.C.GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

Place : Ghaziabad
Date : 26th May 2022

1. COMPANY OVERVIEW

Goodluck India Limited ('The Company' or 'the Parent') and its subsidiaries (together referred to as "the Group") are engaged in the business of manufacture and sale of engineering product i.e. heavy engineered structure, transmission and distribution tower, CDW Tubes, Precision Tubes, Pipes, Sheets and forged engineering products at its manufacturing facilities located at Sikandrabad, Industrial Area, and Dadri in Uttar Pradesh, and Kutch in Gujarat.

Goodluck India Limited is a public limited company, incorporated on November 06, 1986 and is listed on BSE Ltd and NSE Ltd.

2. SIGNIFICANT ACCOUNTING POLICIES

A. STATEMENT OF COMPLIANCE

Consolidated Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirement of Division II of Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to Consolidated financial statement.

Accordingly, the Group has prepared these Consolidated Financial Statements which comprise the Balance Sheet as at 31 March, 2022, the Statement of Profit and Loss, the Statements of Cash Flows and the Statement of Changes in Equity for the year ended 31 March, 2022, and accounting policies and other explanatory information (together hereinafter referred to as "Consolidated Financial Statements" or "financial statements").

These financial statements have been approved by the Board of Directors in the meeting held on 26th May 2022.

B. BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

These financial statements have been prepared in accordance with the accounting policies, set out below and were consistently applied to all periods presented unless otherwise stated.

The financial statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

The Group's Consolidated financial statements are presented in Indian Rupees (₹), which is also its functional currency

C. BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company i.e. its subsidiaries. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like item of assets, liabilities, equity, income and expense. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

D. BUSINESS COMBINATIONS

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. If The consideration transferred for the acquisition of a subsidiary, over the fair value of the net identifiable assets acquired, is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognized in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in other equity as capital reserve

Business combinations – common control transaction

Business combinations involving entities that are controlled by the group are accounted for using the pooling of interest method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.
- The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee.
- The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferee.

E. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

VIPIN KUMAR & COMPANY Chartered Accountants *

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognised in the statement of profit and loss.

Depreciation on property, plant and equipment is provided using straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

F. INVENTORY

Inventories are stated at the lower of cost and net realizable value except in case of waste and scrap which are valued at net realizable value.

Cost of raw material 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 but excluding borrowing costs.

G. REVENUE RECOGNITION

The Group recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided. The amount of revenue excludes any amount collected on behalf of third parties. In contracts where freight is arranged by the Group and recovered from the customers, the same is treated as a separate performance obligation and revenue is recognised when such freight services are rendered.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, using effective interest rate.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

H. EMPLOYEES' BENEFITS

Employee benefits include provident fund, employee state insurance scheme, gratuity, compensated absences and performance incentives.

Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries and annual leave in the year the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

The cost of the defined benefit plans and the present value of the defined benefit obligation ('DBO') are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

I. BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

J. FOREIGN CURRENCY TRANSACTIONS

The functional currency of the Company and its subsidiaries is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian Rupee (₹).

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the period in which they arise.

K. FINANCIAL INSTRUMENTS

1. Financial Assets

I. Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value are adjusted through profit or loss on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

II. Subsequent measurement

i) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

iii) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

III. Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

2. Financial liabilities

I. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

II. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

3. Derivative financial instruments

The Group uses various derivative financial instruments such as interest rate swaps, currency swaps and forwards contracts to mitigate the risk of changes in interest rates, exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

4. Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

L. LITIGATION

The Group is subject to legal proceedings and claims which have arisen in the ordinary course of business. The Group's management does not reasonably expect that these legal actions when ultimately concluded and determined will have a material and adverse affect on the Group's result of operations or financial condition.

M. TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the provisions of section 115BAA of the Income Tax Act, 1961.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

N. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the Balance Sheet.

Contingent assets are not recognized but disclosed in the financial statements when an inflow of economic benefit is probable.

VIPIN KUMAR & COMPANY Chartered Accountants

O. CASH AND CASH EQUIVALENT

Cash and cash equivalent in the Balance Sheet comprise cash at banks and in hand.

P. EARNING PER SHARE

Basic earnings per share are computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

3. CRITICAL ESTIMATION AND JUDGEMENTS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

- Estimation of current tax expense and payable – Note 16 (i)
- Estimation of defined benefit obligation – Note 15
- Recognition of deferred tax assets for carried forward tax losses – Note 16 (ii)

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

VIPIN KUMAR & COMPANY Chartered Accountants

4 (a). Property, Plant and equipment

(₹ in lakhs)

Particulars	Leasehold Land	Freehold Land	Factory Building	Office Building	Plant & Machinery	Furniture & fixture	Office equipment	Computer	Vehicle	Total
Cost/Deemed cost as at April 1, 2021	856.96	536.09	8,623.67	330.49	31,037.81	1,346.16	256.34	174.97	929.10	43,891.59
Additions	-	-	179.47	-	5,479.65	399.34	43.28	51.67	440.54	6,593.95
Disposals	-	-	-	-	49.47	15.02	-	-	14.39	78.88
Cost/Deemed cost as at Mar 31, 2022	856.96	536.09	8,703.14	330.49	36,467.99	1,730.48	299.62	226.64	1,355.25	50,506.66
Accumulated depriciation as at April 1, 2021	-	-	1,158.80	18.10	9,014.05	443.60	163.38	120.28	451.48	11,369.69
Charge for the period	-	-	290.06	3.63	2,293.34	125.28	34.45	28.76	121.06	2,896.58
Disposals	-	-	-	-	21.82	6.30	-	-	9.28	37.40
Accumulated depriciation as at Mar 31, 2022	-	-	1,448.86	21.73	11,285.57	562.58	197.83	149.04	563.26	14,228.87
Net Carrying value as at Mar 31, 2022	856.96	536.09	7,254.28	308.76	25,182.42	1,167.90	101.79	77.60	791.99	36,277.79

(₹ in lakhs)

Particulars	Leasehold Land	Freehold Land	Factory Building	Office Building	Plant & Machinery	Furniture & fixture	Office equipment	Computer	Vehicle	Total
Cost/Deemed cost as at April 1, 2020	856.96	536.09	8,517.49	221.33	30,046.03	1,311.20	224.32	148.72	895.32	42,757.46
Additions	-	-	6.18	-	1,022.06	34.96	32.95	26.25	45.60	1,168.00
Disposals	-	-	-	-	30.28	-	0.93	-	11.82	43.03
Cost/Deemed cost as at March 31, 2021	856.96	536.09	8,523.67	221.33	31,037.81	1,346.16	256.34	174.97	929.10	43,882.43
Accumulated depriciation as at April 1, 2020	-	-	870.69	14.47	6,847.75	336.24	127.17	92.40	352.33	8,641.05
Charge for the period	-	-	288.11	3.63	2,178.97	107.36	37.09	27.88	106.97	2,750.01
Disposals	-	-	-	-	12.67	-	0.88	-	7.82	21.37
Accumulated depriciation as at March 31, 2021	-	-	1,158.80	18.10	9,014.05	443.60	163.38	120.28	451.48	11,369.69
Net Carrying value as at March 31, 2021	856.96	536.09	7,364.87	203.23	22,023.76	902.56	92.96	54.69	477.62	32,512.74

4 (b). Capital-Work-In Progress (CWIP)

(₹ in lakhs)

Particulars	As at 31st March, 2022					As at 31st March, 2021				
	< 1 Year	1-2 Years	1-2 Years	> 3 Years	Total	< 1 Year	1-2 Years	1-2 Years	> 3 Years	Total
At cost / deemed cost										
Project in progress										
Structure & Pipe division at Gujarat	1,545.41	-	-	-	1,545.41	-	-	-	-	-
Others	1,513.16	-	-	-	1,513.16	1,230.06	-	-	-	1,230.06
	3,058.57	-	-	-	3,058.57	1,230.06	-	-	-	1,230.06

4 (c) Title deeds of immovable property not held in the name of the Group

Particulars	Property, Plant & Equipment
Description of item of property	Land
Gross carrying value	Rs. 100.55 Lakhs
Title deeds held in the name of	Masterji Metalloys Pvt Ltd.
Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	N.A.
Property held since which date	29.08.2016
Reason for not held in the name of the company	With respect to the order of Hon'ble High Court of Delhi approving the scheme of amalgamation , the Company is in the process of getting the title deed in its name

5. NON CURRENT INVESTMENTS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
(I) Other Investment (quoted)		
Investment in Mutual Fund	9.93	-
TOTAL:	9.93	-

The Group has accounted for its investments at Fair Value.

6. OTHER NON CURRENT ASSETS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
(Unsecured, unconfirmed, Considered good)		
Security Deposits	656.31	609.89
TOTAL:	656.31	609.89

7. INVENTORIES

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
(As taken, valued and certified by the management)		
(At lower of cost and net realizable value unless stated otherwise)		
Raw Materials	15,455.21	11,392.60
Work-in-progress	5,592.68	5,335.01
Finished Goods	20,636.04	17,353.74
Stores, Spares & Packing Materials	1,123.30	1,171.58
TOTAL:	42,807.23	35,252.93

VIPIN KUMAR & COMPANY Chartered Accountants

8. TRADE RECEIVABLES

(₹ In lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Unsecured and Considered good	28,311.47	23,483.64
TOTAL:	28,311.47	23,483.64

Trade receivables are netted with Bill discounting of ₹ 5,346.26 lakhs (March 31, 2021- ₹ 2,662.97 lakhs)

Ageing of Trade Receivables as on 31st March, 2022

Outstanding for following periods from invoice date	Unsecured		Total
	Disputed	Undisputed	
Less than 6 months*	-	24,303.87	24,303.87
6 months - 1 year	-	987.97	987.97
1 year - 2 year	-	1,149.60	1,149.60
2 year - 3 year	18.70	605.34	624.04
More than 3 years	196.70	1,049.29	1,245.99
Net Debtors	215.40	28,096.07	28,311.47

* Including unbilled trade receivables of ₹ 992.47 Lakhs

Ageing of Trade Receivables as on 31st March, 2021

Outstanding for following periods from invoice date	Unsecured		Total
	Disputed	Undisputed	
Less than 6 months*	-	17,973.95	17,973.95
6 months - 1 year	-	1,730.82	1,730.82
1 year - 2 year	18.70	1,197.58	1,216.28
2 year - 3 year	5.41	612.62	618.03
More than 3 years	527.78	1,416.78	1,944.56
Net Debtors	551.89	22,931.75	23,483.64

* Including unbilled trade receivables of ₹ 263.18 Lakhs

Before accepting any new customer, the Group uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed once a year.

The Group does not hold any collateral or other credit enhancements over the balances of trade receivables.

Trade receivables hypothecated as security against borrowings.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

9. CASH AND CASH EQUIVALENT

(₹ In lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Cash in hand	24.63	32.32
Unrestricted Balances with banks	2.94	46.95
TOTAL:	27.57	79.27

VIPIN KUMAR & COMPANY Chartered Accountants

10. OTHER BALANCES WITH BANKS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Earmarked balances with Banks	1,291.66	968.77
TOTAL:	1,291.66	968.77

Earmarked balances with bank represents balances held for unpaid dividends and margin money against issue of bank guarantees, letter of credit, stand by letter of credit and security against tenders.

11. OTHER CURRENT ASSETS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
(Unsecured, unconfirmed, Considered good)		
Advances to supplier	7,130.20	9,080.14
Capital Advances	189.28	467.68
Prepaid Expenses	323.60	227.51
Others	637.33	1,003.91
Provision for Mark-to-market on forward	210.71	233.43
Export benefits and entitlements	510.81	1,039.64
Tax balances /recoverable/ credits	3,826.42	3,573.50
TOTAL:	12,828.35	15,625.81

12. EQUITY SHARE CAPITAL

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
<u>Authorised Capital</u> 14,62,50,000 Equity Shares of ₹ 2/- each (14,62,50,000 equity shares as at March 31, 2021)	2,925.00	2,925.00
<u>Issued, subscribed and fully paid -up capital</u> 2,60,06,250 Equity Shares of ₹ 2/- each (2,45,06,250 equity shares as at March 31, 2021)	520.13	490.13
TOTAL:	520.13	490.13

The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held.

The company has issued 7,50,000 Equity shares on 29.07.2021 and 7,50,000 Equity shares on 02.09.2021 against Convertible Share Warrants at ₹ 75/- each at a premium of ₹ 73/- per share.

VIPIN KUMAR & COMPANY Chartered Accountants

(i) Details of shareholders holding more than 5% shares in the company :

Name of Shareholder	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares	% holding	No. of Shares	% holding
Mr. Nitin Garg	1486750	5.72	1486750	6.07
Arpna Capital Services Pvt Ltd.	1500000	5.77	-	-

(ii) Details of shareholdings by the promoter/ promoter Group :

Name of Shareholder	As at 31st March, 2022		As at 31st March, 2021		% Changes during the year
	No. of Shares	% holding	No. of Shares	% holding	
MANISH GARG AND SONS HUF	127,708	0.49	127,708	0.52	-
M C GARG AND SONS HUF	172,500	0.66	172,500	0.70	-
ANIL KUMAR & SONS HUF	39,000	0.15	39,000	0.16	-
ASHISH KUMAR GARG & SONS HUF	78,938	0.30	78,938	0.32	-
MUNNILAL & SONS HUF	234,092	0.90	234,092	0.96	-
R C GARG & SONS HUF	680,167	2.62	680,167	2.78	-
SUSHIL KUMAR GARG & SONS HUF	81,415	0.31	81,415	0.33	-
RAM AGARWAL & SONS	50	0.00	50	0.00	-
SUNIL KUMAR & SONS HUF	131,750	0.51	131,750	0.54	-
KANAK LATA	325,415	1.25	325,415	1.33	-
NEETA GARG	675,770	2.60	675,770	2.76	-
SHIKHA GARG	499,250	1.92	499,250	2.04	-
RAM AGARWAL	728,956	2.80	728,956	2.97	-
ARCHANA AGARWAL	538,365	2.07	538,365	2.20	-
REKHA RANI	526,585	2.02	523,750	2.14	0.54
SAVITRI DEVI	312,875	1.20	312,875	1.28	-
RAMESH CHANDRA GARG	570,250	2.19	570,250	2.33	-
ANJU GARG	406,992	1.56	406,992	1.66	-
SUDHA GARG	364,700	1.40	364,700	1.49	-
SUNIL KUMAR GARG	232,977	0.90	232,977	0.95	-
SUSHIL KUMAR GARG	214,870	0.83	214,870	0.88	-
SAPNA GARG	409,247	1.57	409,247	1.67	-
ASHISH GARG	124,000	0.48	124,000	0.51	-
RAJIV GARG	637,750	2.45	637,750	2.60	-
REENA GARG	336,294	1.29	336,294	1.37	-
SHYAM AGARWAL	258,706	0.99	258,706	1.06	-
ANKITA AGARWAL	373,314	1.44	373,314	1.52	-
MAHESH CHANDRA GARG	377,250	1.45	377,250	1.54	-
MANISH GARG	755,107	2.90	755,107	3.08	-
NITIN GARG	1,486,750	5.72	1,486,750	6.07	-
MITHLESH GARG	715,000	2.75	715,000	2.92	-
UMESH GARG	556,768	2.14	556,768	2.27	-
PUSHPA GARG	824,337	3.17	824,337	3.36	-
SARAS GARG	314,500	1.21	314,500	1.28	-
RAJAT GARG	291,920	1.12	291,920	1.19	-
TUSHAR GARG	288,000	1.11	288,000	1.18	-
DHRUV AGGARWAL	75,000	0.29	75,000	0.31	-
PARUL GARG	220,000	0.85	220,000	0.90	-
RADHIKA GARG	220,000	0.85	220,000	0.90	-
RITU GARG	221,371	0.85	221,371	0.90	-
Harsh Garg	70,000	0.27	70,000	0.29	-
Swati Bansal	75,000	0.29	75,000	0.31	-
Umesh Garg & Sons HUF	75,000	0.29	75,000	0.31	-
Shruti Aggarwal	110,000	0.42	110,000	0.45	-
Bhavya Garg	250,000	0.96	250,000	1.02	-
Total	16,007,939	61.55	16,005,104	65.31	

VIPIN KUMAR & COMPANY Chartered Accountants

(iii) Dividend :
The Board of Directors, in its meeting held on 29th July, 2021 recommended Interim dividend of 75% (₹ 1.50 per equity share of ₹ 2 each), which resulted in a cash outflow of ₹ 378.84 Lakhs.

The Board of Directors, in its meeting held on 26th May, 2022 has recommended final dividend of 100% (₹ 2 per equity share of ₹ 2 each) for the year ended 31st March, 2022 subject to the approval of shareholders at the ensuing annual general meeting.

13. OTHER EQUITY

(₹ in lakhs)

Particulars	As at 31.03.2022	As at 31.03.2021
General reserve	3,762.44	3,762.44
Retained earnings	33,850.11	26,727.13
Other reserves:		
Security premium account	5,921.43	4,826.43
Capital Reserve on Bargain Purchase	2,537.81	2,537.81
	-	-
Total	46,071.79	37,853.81

(i) General reserve

Under the erstwhile Indian Companies Act 1956, a general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year.

Consequent to introduction of Companies Act 2013, the requirement of mandatory transfer of a specified percentage of the net profit to general reserve has been withdrawn and the Company can optionally transfer any amount from the surplus of profit or loss account to the General reserves.

The Company has not transferred any amount to general reserve during the year.

(ii) Retained Earnings

Retained earnings are the profits that the company has earned till date less any transfer to general reserve, dividends or other distribution paid to shareholders.

(iii) Security Premium

The amount received in excess of face value of the equity shares is recongnised in security premium. This reserves utilised in accordance with the specific provisions of the Companies Act 2013.

(iv) Capital Reserve

Reserve is primarily created on amalgamation as per statutory requirement. This reserve is utilised in accordance with the specific provisions of the Companies Act, 2013

14. LONG-TERM BORROWINGS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Term Loans:		
Secured Loan	11,775.27	12,873.05
Unamortised upfront fees on borrowing	(35.54)	(48.08)
Other Loans		
Unsecured Loan		
Related Parties	0.84	-
Net Amount	11,740.57	12,824.97

(₹ in lakhs)

S. No.	Terms of repayments	31-Mar-22 Non-current	31-Mar-22 Current	31-Mar-21 Non-current	31-Mar-21 Current	Nature of Security
	Rupee Term Loans From Banks (Secured)					
1	8 quarterly installment of Rs. 65.00 lakhs each from 30.06.2020 to 30.03.2022		-		262.53	First charge on fixed assets of the Company located at A-42, A-45, A-51, A-59 & D-4 Industrial Area, Sikandrabad, Distt. Bulandshahr (U.P.) and Plot No. 2839 Dhoom Manikpur, Dadri (U.P.), and second charge on entire current assets of the Company, both present & future and personal guarantee of the directors of the Company and their relatives.
2	5 quarterly installment of Rs. 166.67 lakhs each from 16.04.2020 to 16.04.2021		-		167.74	
3	5 quarterly installment of Rs. 125.00 lakhs each from 31.05.2020 to 31.05.2021		-		125.94	
4	19 quarterly installment of Rs. 75.00 lakhs each from 29.06.2020 to 29.12.2024	525.00	306.44	825.00	308.66	
5	3 quarterly installment of Rs. 175.00 lakhs each from 30.06.2020 to 31.12.2020, 12 quarterly instalment of Rs. 325.00 lakhs each from 31.03.2021 to 31.12.2023	975.00	1,300.00	2,275.00	502.21	First charge on entire fixed assets located at Village Bhachau distt. Kutch, Gujarat and second pari passu charge on entire current assets located at Village Bhachau distt. Kutch, Gujarat and personal guarantee of the directors of the Company
6	5 quarterly installment of Rs. 62.50 lakhs each from 05.05.2020 to 05.05.2021, 8 quarterly installment of Rs. 250.00 lakhs each from 05.08.2021 to 05.05.2023	250.00	1,000.00	1,250.00	812.50	Subservient charge on Current Asset and movable fixed assets of the Company both present and future and personal guarantee of the directors of the Company and their relatives.
7	12 monthly installment of Rs. 83.33 lakhs each from 30.01.2021 to 30.12.2021		-		750.00	First charge on entire Movable and Immovable Fixed assets of the Company except Gujarat Unit and personal guarantee of the directors of the Company and their relatives.
8	48 monthly instalment of Rs. 44.79 lakhs each from 07.03.2022 to 07.02.2026	1,567.71	548.31	2,105.21	55.83	Second charge on Entire fixed assets of the Company and second charge on entire current assets of the Company, both present & future and equitable mortgage of two immovable properties belonging to the directors of the Company and their relatives, situated at Plot No. II-F-166 & II-F-167, Nehru Nagar, Ambedkar Road, Ghaziabad (U.P.)
	48 monthly instalment of Rs. 22.40 lakhs each from 01.01.2024 to 01.12.2027	1,075.00	6.85			
9	48 monthly installment of Rs. 42.08 lakhs each from 31.03.2022 to 28.02.2026	1,472.92	505.00	1,977.92	42.59	
10	48 monthly installment (including interest) of Rs. 22.53 lakhs each from 20.02.2022 to 20.01.2026	692.74	215.57	906.49	36.68	
11	48 monthly installment of Rs. 27.00 lakhs each from 25.03.2022 to 25.02.2026	971.00	324.00	1,268.00	29.53	
12	48 monthly installment of Rs. 46.88 lakhs each from 28.02.2022 to 31.01.2026	1,593.75	577.36	2,156.25	108.94	
13	48 monthly installment of Rs. 22.92 lakhs each from 31.03.2024 to 29.02.2028	1,100.00	7.43	-	-	
	Rupee Term Loans From NBFC (Secured)					
14	54 monthly installment of Rs. 38.70 lakhs (including interest) each from 05.06.2022 to 05.11.2026	1,471.40	289.30	-	-	First exclusive charge on specified Machinery located at Plot No. 2839 Dhoom Manikpur, Dadri (U.P.).
15	7 quarterly installment of Rs. 32.50 lakhs each from 05.04.2020 to 05.10.2021	-	-	-	98.30	First charge on fixed assets of the Company located at A-42, A-45, A-51, A-59 & D-4 Industrial Area, Sikandrabad, Distt. Bulandshahr (U.P.) and Plot No. 2839 Dhoom Manikpur, Dadri (U.P.), and second charge on entire current assets of the Company, both present & future and personal guarantee of the directors of the Company and their relatives.
16	13 monthly installment of Rs. 24.58 lakhs each from 05.04.2020 to 05.04.2021	-	-	-	24.77	
17	48 monthly installment of Rs. 2.38 lakhs each from 05.02.2022 to 05.01.2026	80.75	29.21	109.18	5.47	Second charge on entire fixed assets of the Company except Fixed Assets located at Gujarat.
18	16 monthly installment of Rs. 2.28 lakhs (including interest) each from 18.04.2020 to 18.09.2021	-	-	-	11.30	First exclusive charge on specified Vehicles
19	Unamortised upfront fees on borrowing	(35.54)	-	(48.08)	-	
		11,739.73	5,109.47	12,824.97	3,342.99	

VIPIN KUMAR & COMPANY Chartered Accountants

15. LONG-TERM PROVISIONS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Provision for Employees Benefits		
Provision for Gratuity	466.13	425.74
Provision for Compensated Absences	55.27	42.30
TOTAL:	521.40	468.04

16 (I). Income Tax

(a) Income tax expense / (benefits) (₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Current tax :		
Current tax	2,536.50	925.27
Tax provision/(reversal) for earlier years	(55.38)	(12.20)
Deferred tax :		
Deferred tax	75.17	101.09
Total deferred tax	75.17	101.09
Total Tax expense / (benefit)	2,556.29	1,014.16

(b) Reconciliation of effective tax rate :
A reconciliation of income tax expense applicable to accounting profit / (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows :

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Net income before taxes	10,057.37	4,018.87
Enacted tax rate in India	25.168%	25.168%
Computed tax expense	2,531.24	1,011.47
Increase/(reduction) in taxes on account of:		
Income exempt from taxation /Items not deductible	80.43	14.71
Effect of tax pertaining to prior years	(55.38)	(12.20)
Tax expense for the year	2,556.29	1,013.97
Effective income tax rate	25.42	25.23

Statutory income taxes are assessed as per the provisions of section 115BAA of the Income Tax Act 1961.

16 (II) DEFERRED TAX LIABILITY (Net)

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Deferred Tax Liability		
Deferred tax liabilities (net)	3,262.02	3,186.85
TOTAL:	3,262.02	3,186.85

(₹ in lakhs)

Deferred tax balance in relation to	As at 31 March 2021	Recognised/ reversed through profit and loss	Recognised in/ reclassified from OCI	As at 31 March 2022
Property, plant and equipment	3,207.02	85.65	-	3,292.67
Provisions	(20.17)	(10.48)	-	(30.65)
Total	3,186.85	75.17	-	3,262.02

(₹ in lakhs)

Deferred tax balance in relation to	As at 1 April 2020	Recognised/ reversed through profit and loss	Recognised in/ reclassified from OCI	As at 31 March 2021
Property, plant and equipment	3,162.35	44.67	-	3,207.02
Provisions	(76.59)	56.42	-	(20.17)
Total	3,085.76	101.09	-	3,186.85

17. SHORT TERM BORROWINGS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Secured Loans:		
From Banks and Financial Institution (Working Capital Loan)	42,192.65	37,256.50
TOTAL:	42,192.65	37,256.50

Working capital limits from Banks and Financial Institution comprising of Cash credit Limits/ WCDL / Export credit Limits / Bills discounted/ Buyer's Credit are secured by first charge on entire current assets of the Group including stocks of raw-materials, work-in-progress, stock lying in godown and ports, finished goods and book debts both present & future and equitable mortgage of two immovable properties belonging to the directors of the Group and their relatives , situated at Plot No. II -F - 166 & II - F-167 , Nehru Nagar , Ambedkar Road , Ghaziabad (U.P.). Working capital limits from Banks and Financial Institution are further secured by way of second charge on entire fixed assets of the Group, and personal guarantee of the directors of the Group and their relatives.

18. TRADE PAYABLES

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
a) Outstanding dues of micro and small enterprises	0.11	19.81
b) Outstanding dues of creditors other than micro and small enterprises	10,319.02	9,820.51
TOTAL:	10,319.13	9,840.32

Ageing of Trade payables as on 31st March, 2022

Outstanding for following periods from invoice date	Unsecured		Total
	Disputed	Undisputed	
Less than 6 months*	-	10,267.87	10,267.87
6 months - 1 year	-	14.47	14.47
1 year - 2 year	-	36.79	36.79
2 year - 3 year	-	-	-
More than 3 years	-	-	-
Total Creditors	-	10,319.13	10,319.13

Ageing of Trade payables as on 31st March, 2021

Outstanding for following periods from invoice date	Unsecured		Total
	Disputed	Undisputed	
Less than 6 months*	-	9,799.42	9,799.42
6 months - 1 year	-	40.90	40.90
1 year - 2 year	-	-	-
2 year - 3 year	-	-	-
More than 3 years	-	-	-
Total Creditors	-	9,840.32	9,840.32

Amount due to micro and small enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Group. The disclosures relating to micro and small enterprises is as below:

(₹ in lakhs)

	As at 31.03.2022	As at 31.03.2021
(i) Principal amount remaining unpaid to supplier at the end of the year	0.11	19.81
(ii) Interest due / accrued thereon remaining unpaid to supplier at the end of the year	*	0.40
(iii) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
*represents ₹ 183.00		

VIPIN KUMAR & COMPANY Chartered Accountants

19. SHORT-TERM PROVISIONS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Provision for:		
Current Taxes	454.03	-
TOTAL:	454.03	-

20. OTHER CURRENT LIABILITIES

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Current maturities of long-term debt (Refer Note No. 14)	5,109.47	3,342.99
Unclaimed Dividends	21.31	22.92
Creditors for Capital Expenditure	218.27	187.81
Advance received from customer	1,646.31	1,764.53
Statutory dues	199.77	206.96
Provision for Gratuity	33.58	12.97
Provision for Compensated Absences	3.56	1.51
Other Payables	3,031.55	2,302.80
TOTAL:	10,263.82	7,842.49

21. REVENUE FROM OPERATIONS

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2022	Year ended on 31st March, 2021
Sale of products*	253,519.98	151,575.97
Job Charges	4,252.05	3,266.40
Other operating revenues		
Export Benefits	1,406.29	1,411.86
Exchange Fluctuation	2,142.94	957.29
TOTAL:	261,321.26	157,211.52

* Includes freight services where arranged by the Group

22. OTHER INCOME

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2022	Year ended on 31st March, 2021
Interest	117.60	93.84
Other Income	271.45	494.61
TOTAL:	389.05	588.45

23. COST OF RAW MATERIAL CONSUMED

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2022	Year ended on 31st March, 2021
Inventory at the beginning of the year	11,392.60	11,063.84
Add: Purchases	195,911.81	115,699.76
	207,304.41	126,763.60
Less: Inventory at the end of the year	15,455.21	11,392.60
Cost of raw material consumed	191,849.20	115,371.00

23.1 VALUE OF IMPORTED/INDEGENOUS RAW MATERIAL CONSUMED

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2022	Year ended on 31st March, 2021
Imported	-	1,907.08
Imported (% of consumption)	-	1.65%
Indigenous	191,849.20	113,463.92
Indigenous (% of consumption)	100.00%	98.35%
TOTAL:	191,849.20	115,371.00

24. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK -IN-PROCESS AND STOCK-IN-TRADE

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2022	Year ended on 31st March, 2021
Inventories at the beginning of the year		
Work-in-progress	5,335.01	5,652.58
Finished goods / Stock-in-Trade	17,353.74	13,649.12
	22,688.75	19,301.70
Inventories at the end of the year		-
Work-in-progress	5,592.68	5,335.01
Finished goods / Stock-in-Trade	20,636.04	17,353.74
	26,228.72	22,688.75
TOTAL:	(3,539.97)	(3,387.05)

25. EMPLOYEE BENEFIT EXPENSES

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2022	Year ended on 31st March, 2021
Salaries, Wages & Bonus	9,186.19	6,942.64
Contribution to provident and other fund	321.26	286.59
Staff Welfare Expenses	152.41	129.43
TOTAL:	9,659.86	7,358.66

26. FINANCE COST

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2022	Year ended on 31st March, 2021
Interest on borrowings	5,081.71	4,945.36
Bank commission & charges	622.80	452.49
Unwinding of interest on financial liabilities carried at amortised cost	30.09	69.83
TOTAL:	5,734.60	5,467.68

27. DEPRECIATION & AMORTIZATION EXPENSES

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2022	Year ended on 31st March, 2021
Depreciation on property, plant & equipment	2,896.58	2,750.00
TOTAL:	2,896.58	2,750.00

28. OTHER EXPENSES

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2022	Year ended on 31st March, 2021
Consumption of stores and spares	4,993.42	4,422.18
Power & Fuel Expenses	8,857.74	5,917.40
Processing Charges	2,644.24	2,604.09
Repairs & Maintenance :		
a) Plant & Machinery	2,357.34	1,307.58
b) Building	237.13	108.13
c) Others	156.68	177.40
Freight & Forwarding	17,403.68	7,675.56
Advertisement	25.21	12.40
Commission & Rebate	1,266.36	858.55
Selling & Sales Promotion	46.47	18.32
Bad Debts Written off	1,458.74	-
Packing Materials	2,488.25	1,591.07
Printing & Stationery	71.93	45.53
Postage, Telegram & Telephone	57.52	51.35
Travelling and Conveyance	1,079.40	591.38
Legal & Professional Expenses	337.93	244.44
Insurance	180.85	139.77
Rates, Taxes & Fees	213.38	114.70
CSR Expenses	92.35	93.47
Miscellaneous Expenses	1,083.35	240.74
Loss on Sale of Fixed Assets	-	5.55
TOTAL:	45,051.97	26,219.61

VIPIN KUMAR & CO. Chartered Accountants

28.1. VALUE OF STORES & SPARES CONSUMED

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2022	Year ended on 31st March, 2021
Imported	6.99	12.30
Imported (% of consumption)	0.14%	0.28%
Indigenous	4,986.43	4,409.88
Indigenous (% of consumption)	99.86%	99.72%
TOTAL:	4,993.42	4,422.18

29. PAYMENT TO AUDITORS AS:

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2022	Year ended on 31st March, 2021
Auditors		
Statutory Audit Fees	7.68	5.18
TOTAL:	7.68	5.18

30. EARNING PER SHARE

DESCRIPTION	Year ended on 31st March, 2022	Year ended on 31st March, 2021
Net profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (₹ in Lakhs)	7,501.08	3,004.71
Weighted average No. of Equity Shares	25,445,291	23104880.14
Basic and Diluted Earning per share (₹)	29.48	13.01
Face value per equity share (₹)	2.00	2.00

31. Financial Instruments

31.1. Capital risk management

The Group being in a Working capital Intensive industry, its objective is to maintain a strong credit rating, healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Group's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings. The principal source of funding of the Group has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets.

The Group regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects to capture market opportunities at minimum risk.

The Group monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents,Bank balances other than cash and cash equivalents.

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Long term borrowings	11,739.73	12,824.97
Current maturities of long term debt	5,109.47	3,342.99
Short term borrowings	42,192.65	37,256.50
Less: Cash and cash equivalent	(27.57)	(79.27)
Less: Bank balances other than cash and cash equivalent	(1,291.66)	(968.77)
Net debt	57,722.62	52,376.42
Total equity	46,591.92	38,343.94
Gearing ratio	1.24	1.37

1. Equity includes all capital and reserves of the Group.
2. Debt is defined as long term (excluding other loans from related parties) and short term borrowings.

VIPIN KUMAR & COMPANY Chartered Accountants

31.2 Categories of financial instruments

(₹ in lakhs)

DESCRIPTION	31st March, 2022		31st March, 2021	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Measured at amortised cost				
Non-current investment	10.00	9.93	-	-
Trade receivables	28,311.47	28,311.47	23,483.64	23,483.64
Cash and cash equivalents	27.57	27.57	79.27	79.27
Bank balances other than cash and cash equivalents	1,291.66	1,291.65	968.77	968.77
Total financial assets at amortised cost (A)	29,640.70	29,640.62	24,531.68	24,531.68
Financial liabilities				
Measured at amortised cost				
Long term Borrowings #	16,850.04	16,850.04	16,167.97	16,167.97
Short term Borrowings	42,192.65	42,192.65	37,256.50	37,256.50
Trade payables	10,319.13	10,319.13	9,840.32	9,840.32
Total financial liabilities carried at amortised cost (B)	69,361.82	69,361.82	63,264.79	63,264.79

including current maturities of long term debt.

31.3 Financial risk management

The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Group's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Group.

The risk management policies aims to mitigate the following risks arising from the financial instruments:
- Market risk
- Credit risk and
- Liquidity risk

31.4 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Group is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

The Group seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Group's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Group does not enter into or trade financial instruments, including derivatives for speculative purposes.

31.5 Foreign currency risk management

The Group's functional currency is Indian Rupees (INR). The Group undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Group's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Group is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Group's overall debt position in Rupee terms without the Group having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Group's receivables in foreign currency. In order to hedge exchange rate risk, the Group has a policy to hedge cash flows up to a specific tenure using forward exchange contracts. At any point in time, the Group hedges its estimated foreign currency exposure in respect of forecast sales over the following 6 months. In respect of imports and other payables, the Group hedges its payables as when the exposure arises.

All hedging activities are carried out in accordance with the Group's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable rules and regulations where the Group operates.

VIPIN KUMAR & COMPANY Chartered Accountants

The carrying amounts of the Group's monetary assets and monetary liabilities at the end of the reporting period are as follows:

Currency exposure as at 31 March 2022

(₹ in lakhs)

DESCRIPTION	USD	EURO	GBP	INR	Total
Financial assets					
Trade receivables	5,302.26	2,567.72	305.79	20,135.70	28,311.47
Bank balances other than cash and cash equivalents	-	-	-	1,291.66	1,291.66
Advance to supplier	51.11	-	-	7,079.09	7,130.20
Capital advances	-	-	13.99	175.29	189.28
Total financial assets	**5,353.37**	**2,567.72**	**319.78**	**28,681.74**	**36,922.61**
Financial liabilities					
Short term borrowings	235.27	-	-	41,957.38	42,192.65
Trade payables	13.54	-	-	10,305.48	10,319.02
Advance recd from customer	410.58	810.72	1.47	423.54	1,646.31
Creditors for capital expenditure	21.20	43.17	-	153.90	218.27
Total financial liabilities	**680.59**	**853.89**	**1.47**	**52,840.30**	**54,376.25**

Currency exposure as at 31 March 2021

(₹ in lakhs)

DESCRIPTION	USD	EURO	GBP	INR	Total
Financial assets					
Trade receivables	3,146.52	1,622.38	236.82	18,477.92	23,483.63
Bank balances other than cash and cash equivalents	-	-	-	968.77	968.77
Advance to supplier	0.15	0.15	12.99	9,066.85	9,080.14
Capital advances	317.73	-	-	149.95	467.69
Total financial assets	**3,464.40**	**1,622.53**	**249.81**	**28,663.49**	**34,000.23**
Financial liabilities					
Short term borrowings	511.18	-	42.52	36,702.80	37,256.50
Trade payables	-	-	-	9,840.32	9,840.32
Advance recd from customer	102.28	147.48	0.39	1,514.38	1,764.53
Creditors for capital expenditure	-	63.30	-	124.52	187.81
Total financial liabilities	**613.46**	**210.78**	**42.91**	**48,182.01**	**49,049.16**

The following table details the Group's sensitivity impact of 1% increase and decrease in the INR against the relevant foreign currencies. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis for outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant.

(₹ in lakhs)

DESCRIPTION	Increase		Decrease	
	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21
Receivable				
USD/INR	83.10	50.81	(83.10)	(50.81)
Payable				
USD/INR	3.14	17.66	(3.14)	(17.66)

Particulars of outstanding Short term forward exchange contracts entered into by the Group.

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
BUY		
No. of Contract	-	4.00
US $ equivalent	-	850,000.00
INR equivalent	-	624.79
MTM	-	(4.09)
SELL		
No. of Contract	82	74
US $ equivalent	17,462,020	13,230,844
INR equivalent	13,237.45	9,725.29
MTM	210.71	237.52

Unhegde Currency Risk position :

Amounts payable in foreign currency

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Trade Payable/ Creditors for Capital Expenditure		
US equivalent (in USD)	105.066	795.490
INR equivalent	77.91	584.72

31.6 Commodity price risk

The Group's revenue is exposed to the market risk of price fluctuations related to the sale of its steel products. Market forces generally determine prices for the steel products sold by the Group. These prices may be influenced by factors such as demand and supply, production costs (including the costs of raw material inputs) and global and regional economic conditions and growth. Adverse changes in any of these factors may reduce the revenue that the Group earns from the sale of its steel products.

The Group primarily procured its raw materials i. e. HR Coil, Angle shape and section, Ingot, Zinc etc. in the open market from third parties during the financial year ended 31.03.2022 and is therefore subject to fluctuations in prices.

The Group aims to sell the products at prevailing market prices. Similarly the Group procures key raw materials like HR Coil, Angle shape and section, Ingot and Zinc based on prevailing market rates as the selling prices of steel prices and the prices of input raw materials move in the same direction.

The Group as a matter of policy has not hedged the comodity risk.

The following table details the Group's sensitivity to a 5% movement in the input price of HR Coil, Angle shape and section, Ingot, Zinc etc. The sensitivity analysis includes only 5% change in commodity prices for quantity sold or consumed during the year, with all other variables held constant. A positive number below indicates an increase in profit where the commodity prices increase by 5%. For a 5% reduction in commodity prices, there would be a comparable impact on profit, and the balances below would be negative.

(₹ in lakhs)

DESCRIPTION	Increase		Decrease	
	31-Mar-22	31-Mar-21	31-Mar-22	31-Mar-21
HR Coil, Angle shape and section, Ingot, Zinc	9,677.41	5,803.33	(9,677.41)	(5,803.33)

31.7 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Group are principally denominated in rupees and US dollars with a mix of fixed and floating rates of interest. The Group has exposure to interest rate risk, arising principally on changes in MCLR rate and LIBOR rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings.

If interest rates had been 100 basis points higher / lower and all other variables were held constant, the Group's profit for the year ended 31 March 2022 would decrease / increase by ₹ 418.08 lakhs (for the year ended 31 March 2021: decrease / increase by ₹ 430.44 lakhs). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

31.8 Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Group has adopted a policy of only dealing with creditworthy counterparties.

Customer credit risk is managed centrally by the Group and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.

Credit risk on receivables is also mitigated by securing the same against letters of credit and guarantees of reputed nationalised and private sector banks. Trade receivables consist of a large number of customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

VIPIN KUMAR & CO.

31.9 Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Group requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Group generates sufficient cash flow for operations, which together with the available cash and cash equivalents provide liquidity in the short-term and long-term. The management of the Group has established an appropriate liquidity risk management framework for Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

Liquidity exposure as at 31st March 2022

(₹ in lakhs)

DESCRIPTION	< 1 Year	1-5 Year	> 5 Year	Total
Financial assets				
Trade receivables	28,311.47	-	-	28,311.47
Cash and cash equivalents	27.57	-	-	27.57
Bank balances other than cash and cash equivalents	1,291.66	-	-	1,291.66
Total financial assets	**29,630.71**	-	-	**29,630.71**
Financial liabilities				
Long term borrowings	5,109.47	11322.46	453.65	16,885.58
Short term borrowings	42,192.65	-	-	42,192.65
Trade payables	10,319.13	-	-	10,319.13
Total financial liabilities	57,621.26	11,322.46	453.65	69,397.37

Liquidity exposure as at 31ST March 2021

(₹ in lakhs)

DESCRIPTION	< 1 Year	1-5 Year	> 5 Year	Total
Financial assets				
Trade receivables	23,483.64	-	-	23,483.64
Cash and cash equivalents	79.27	-	-	79.27
Bank balances other than cash and cash equivalents	968.77	-	-	968.77
Total financial assets	**24,531.68**	-	-	**24,531.68**
Financial liabilities				
Long term borrowings	3,343.00	12873.05	-	16,216.05
Short term borrowings	37,256.50	-	-	37,256.50
Trade payables	9,840.32	-	-	9,840.32
Total financial liabilities	50,439.82	12,873.05	-	63,312.87

The Group has pledged its trade receivables and cash & cash equivalents in order to fulfil certain collateral requirements for the banking facilities extended to the Group. There is obligation to return the securities to the Group once these banking facilities are surrendered.

VIPIN KUMAR & COMPANY
Chartered Accountants

32. RELATED PARTY DISCLOSURES:

As per Ind AS-24, the disclosure of transactions with the related parties are given below:

(i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Name of Related Party	Relationship
Shri M. C. Garg, Chairman Shri R. C. Garg, Director Shri Nitin Garg , Director	Key Management Personnel
Shri Manish Garg Shri Umesh Garg Shri Harsh Garg	Relatives of Key Management Personnel
Excellent Fincap Pvt. Ltd. Shri Jee Housing Pvt Ltd.	Others (Enterprises Over which Key Management Personel are able to exercise significant influence)

(ii) Transactions during the year with related parties:

(₹ In lakhs)

Nature of Transactions	Key Management Personnel	Relatives of Key Mgt. Personnel	Others	Total
Loans Taken:				
Current Year	-	-	0.84	0.84
Previous Year	-	-	-	-
Advance Given:				
Current Year	-	-	147.50	147.50
Previous Year	-	-	197.53	197.53
Advance Received Back:				
Current Year	-	-	308.66	308.66
Previous Year	-	-	243.69	243.69
Interest Received:				
Current Year	-	-	10.29	10.29
Previous Year	-	-	5.34	5.34
Remuneration Paid:				
Current Year	204.00	126.00	-	330.00
Previous Year	159.31	93.50	-	252.81
Goods sold:				
Current Year	0.52	-	1.84	2.36
Previous Year	-	-		-

(iii) Balances with related parties as at March 31, 2022 :

(₹ In lakhs)

	Key Management Personnel	Relatives of Key Mgt. Personnel	Others	Total
Unsecured Loans				
Current Year	-	-	0.84	0.84
Previous Year	-	-	-	-
Outstanding Receivables				
Current Year	-	-	-	-
Previous Year	-	-	151.90	151.90
Other Liabilities				-
Current Year	7.60	6.45	0.64	14.69
Previous Year	11.08	4.78	-	15.86

33. CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
Contingent Liabilities		
1. Outstanding bank guarantees issued by the banks & counter guaranteed by the Group and other guarantees	3,583.13	3,489.65
2. Bills discounted with Banks	5,346.26	2,662.96
3. Disputed demand under Central Excise & Commercial Tax U.P.	26.99	118.11
4. Disputed demand under Income Tax Act	200.25	-
Commitments		
i) Estimated amount of contracts remaining to be executed on Capital Account and not provided for	2,689.28	1,567.68

34. Additional Information

EARNING IN FOREIGN CURRENCY

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2022	Year ended on 31st March, 2021
FOB Value of Exports	99,311.51	45,832.96

35. SEGMENT INFORMATION

The Group is in the business of manufacturing and sale of iron & steel products. Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker "CODM" of the Group. The CODM is responsible for allocating resources and assessing performance of the operating segments. The Group has monthly review and forecasting procedure in place and CODM reviews the operations of the Group as a whole, hence there are no reportable segments as per Ind AS 108 "Operating Segments"

a) Revenue from operations

The following information discloses revenue from external customers based on geographical areas :

(₹ in lakhs)

DESCRIPTION	As at 31.03.2022	As at 31.03.2021
- Within India	151,786.82	107,282.21
- Outside India	105,985.21	47,560.16
Total Revenue	257,772.03	154,842.37

b) Non-current operating assets

All non -current assets of the Group are located in India.

VIPIN KUMAR & COMPANY Chartered Accountants

36. Enterprises consolidated as subsidiary in accordance with Ind AS 110-Consolidated Financial Statements

Name of Enterprise	Country of Incorporation	Proportion of ownership Interest
Goodluck Infrapower Pvt Ltd	India	100%
GLS Steel India Limited	India	100%
GLS Engineering India Limited	India	100%
GLS Metallics India Limited	India	100%

37.Disclosure of additional information pertaining to the Parent Company and Subsidiaries as per Schedule III of Companies Act, 2013

(₹ in lakhs)

Particulars	Goodluck India Limited	Goodluck Infrapower Pvt Ltd	GLS Steel India Ltd.	GLS Engineering India Ltd.	GLS Metallics India Limited	Total
% of Consolidated Net Assets	100.00	-	-	-	-	100.00
Net Assets (Amt in lakhs)	46,588.90	3.34	(0.07)	(0.07)	(0.18)	46,591.92
% of Consolidated profit or loss	100.00	-	(0.00)	(0.00)	(0.00)	100.00
Profit or loss (Amt in lakhs)	7,501.96	-	(0.29)	(0.29)	(0.30)	7,501.08

38. Salient features of financial statements of subsidiaries as per Companies Act, 2013

(₹ in lakhs)

Particulars	Goodluck Infrapower Pvt Ltd	GLS Steel India Ltd.	GLS Engineering India Limite	GLS Metallics India Limited
Reporting Currency	INR	INR	INR	INR
Equity share capital	5.00	1.00	1.00	1.00
Other equity	(1.66)	(1.07)	(1.07)	(1.18)
Total assets	110.00	1.08	1.08	0.97
Total liabilities	106.66	1.16	1.15	1.16
Turnover	-	-	-	-
Profit (losses) before taxes	-	(0.29)	(0.29)	(0.30)
Provision for taxation	-	-	-	-
Profit (losses) after taxes	-	(0.29)	(0.29)	(0.30)
% of shareholding	100%	100%	100%	100%

Name of the Subsidiaries which is yet to commence operations -

Name of the Company
1. GLS Steel India Limited
2. GLS Engineering India Limited
3. GLS Metallics India Limited
4. Goodluck Infrapower Pvt Ltd

VIPIN KUMAR & CO. Chartered Accountants

39. Details of Corporate Social Responsibility (CSR) Expenditure :

(₹ in lakhs)

Particulars	Year ended on 31st March, 2022	Year ended on 31st March, 2021
Amount required to be spent by the Group during the year	84.49	74.68
Amount of expenditure incurred		
(i) Construction/ acquisition of any asset	-	-
(ii) On purpose other than (i) above	92.35	93.47
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reason for Shortfall	N.A	N.A.
Nature of CSR activities	(i) Animal Welfare (ii) Covid - 19 Relief (iii) Promoting Healthcare (iv) Education of Girls	
Amount unspent, if any;	-	-

40. Key Ratios

Ratio	As at 31st March, 2022	As at 31st March, 2021	Variance	Reason for variance
(a) Current Ratio (in times) (Total Current Assets / Total Current Liabities)	1.35	1.37	-1.63%	-
(b) Debt Equity Ratio (in times) (Total Debts / Total Equity)	1.27	1.39	-9.05%	-
(c) Debt Service Coverage Ratio (in times) (EBIDTA / (Interest Expense+ Principal Repayments made during the period for Long term Debts)	2.06	1.30	58.96%	Increase was primarily on account of increase in profit before tax
(d) Return on Equity Ratio (%) (Net profit after Tax / Average Networth)	17.66%	8.24%	114.39%	Increase was primarily on account of increase in profit after tax
(e) Inventory Turnover Ratio (no. of days) (Cost of Goods Sold / Average Inventory)	63.81	88.04	-27.52%	Decrease was primarily on account of increase in turnover
(f) Trade Receivables Turnover Ratio (no. of days) (Revenue from operation / Average Trade receivables)	36.67	55.84	-34.33%	Decrease was on account of increase in turnover
(g) Trade Payables Turnover Ratio (no. of days) (Net Purchases / Average Trade Payables)	18.78	26.22	-28.38%	Decrease was primarily on account of increase in purchases
(h) Net Capital Turnover Ratio (in times) (Value of Sales & Services / Net Working Capital)	11.70	7.56	54.65%	Increase was primarily on account of increase in turnover
(i) Net Profit Margin Ratio (%) (Profit After Tax (after exceptional items) / Value of Sales & Services)	2.91%	1.94%	49.94%	Increase was primarily on account of higher profit margin
(j) Return on Capital Employed Ratio (%) (Profit before Tax + Interest on long Term Loans / (Net Worth + Long Term Borrowings+ Deffered tax)	17.13%	8.97%	90.93%	Increase was primarily on account of higher profit margin

41. Other Statutory Information :

a) The Group does not have any benami property, where any proceeding has been initiated or pending against the Group for holding any benami property.

b) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

c) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall :

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (ultimate beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

d)The Group has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall :

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

(ii) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

e) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

f) The Group is not declared wilful defaulter by any bank or financials institution or lender during the year.

g) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

h) Quarterly returns or statements of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts.

i) The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.

j) The title deeds of all the immovable properties except leasehold & freehold land pertaining to one subsidiary Group amalgamated during fiscal year 2016-17 having gross block amounting to ₹ 100.55 Lakhs, disclosed in the financial statements included in property, plant and equipment and capital work-in progress are held in the name of the Group as at the balance sheet date.

42. The previous year figures have been regrouped / reclassified / rearranged, wherever necessary to confirm to the current year presentation.

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

VIPIN KUMAR & COMPANY
Chartered Accountants

(V.K. AGARWAL)
Prop.
M.No. 071279
UDIN : 22071279AJQSNO5062

On behalf of the Board of Directors
For Goodluck India Limited

(M.C.GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

Place : Ghaziabad
Date : 26th May 2022

INDEPENDENT AUDITORS' REPORT

To The Members of
GOODLUCK INDIA LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS financial statements of Goodluck India Limited ('The Company' or 'the Parent Company') and its subsidiaries (the Company and its subsidiaries company together referred as 'the Group'), which comprises the Consolidated Balance Sheet as at March 31, 2021, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Cash Flow, the Consolidated Statement of Changes in Equity for the year then ended and a summary of significant accounting policies and other explanatory information ('the consolidated Ind AS financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at March 31, 2021, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

VIPIN KUMAR & COMPANY Chartered Accountants

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditor of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Ind AS financial statements.

1. Assessment of Parent Company's litigations and related disclosure of contingent liabilities

[Refer to Note 3 to the Consolidated Financial Statements – "Critical estimation and Judgements" and Note 32 to the Consolidated Financial Statements – "Contingent liabilities and commitments"]

As at March 31, 2021, the Parent Company has exposures towards litigations relating to various matters as set out in the aforesaid Notes.

Significant management judgement is required to assess such matters to determine the probability of occurrence of material outflow of economic resources and whether a provision should be recognised, or a disclosure should be made. The management judgement is also supported with legal advice in certain cases as considered appropriate.

As the ultimate outcome of the matters are uncertain and the positions taken by the management are based on the application of their best judgement, related legal advice including those relating to interpretation of laws/regulations, it is considered to be a Key Audit Matter.

How our audit addressed the Key Audit Matter

Our audit procedures included the following:

- We understood, assessed and tested the design and operating effectiveness of the Parent Company's key controls surrounding assessment of litigations relating to the relevant laws and regulations;
- We discussed with management the recent developments and the status of the material litigations which were reviewed and noted by the Parent Company's audit committee;
- We performed our assessment on a test basis on the underlying calculations supporting the contingent liabilities/other significant litigations made in relation to the Parent Company's Standalone Financial Statements;
- We considered external legal opinions, where relevant, obtained by management;
- We met with the Parent Company's external legal counsel to understand the interpretation of laws/regulations considered by the management in their assessment relating to a material litigation;

VIPIN KUMAR & COMPANY Chartered Accountants

- We evaluated management's assessments by understanding precedents set in similar cases and assessed the reliability of the management's past estimates/judgements;

- We evaluated management's assessment around those matters that are not disclosed or not considered as contingent liability, as the probability of material outflow is considered to be remote by the management; and

- We assessed the adequacy of the Company's disclosures.

Based on the above work performed, management's assessment in respect of Parent Company's litigations and related disclosures relating to contingent liabilities/other significant litigations in the Consolidated Financial Statements are considered to be reasonable.

2. Property, Plant & Equipment and Capital Work in progress

Valuation and existence of property, plant and equipment including assessment of useful lives and residual value. Property, plant and equipment represents a significant proportion of the Parent Company's asset base. The estimates and assumptions made to determine the carrying amounts, including whether and when to capitalize or expense certain costs, and the determination of depreciation charges are material to the Parent Company's financial position and performance. The charges in respect of periodic depreciation are derived after estimating an asset's expected useful life and the expected residual value. Changes to asset's carrying amounts, expected useful lives or residual value could result in a material impact on the financial statements and hence considered as key audit matter.

How our audit addressed the Key Audit Matter

Our audit procedures included the following:

Our audit approach consisted evaluation of design and implementation of controls, and testing the operating effectiveness of the internal controls over valuation of property, plant and equipment and review of useful lives; Periodic physical verification of property, plant and equipment for adequacy and appropriateness of the accounting and disclosure by the Management:

- We obtained an understanding of the Parent Company's capitalization policy and assessed for compliance with the relevant accounting standards;

- We carried out substantive tests on random sampling for all the major additions, deletions to the assets by applying all the characteristics of capital expenditure, proper classification of the same, with reference to the Parent Company's policy and accounting standards

- We obtained an understanding on management assessment relating to progress of projects and their intention to bring the asset to its intended use.

- We obtained certificates relating to useful lives of assets where, required.

VIPIN KUMAR & COMPANY Chartered Accountants

Other Information

The Parent Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Parent Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive Income, consolidated cash flows and consolidated statement of changes in the equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Boards of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

VIPIN KUMAR & COMPANY
Chartered Accountants

Auditor's Responsibilities For The Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

VIPIN KUMAR & COMPANY Chartered Accountants

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTER

We did not audit the financial statements and other financial information, in respect of 3 subsidiaries, whose Ind AS financial statements include total assets of Rs 4.73 Lakhs as at March 31, 2021, and total revenues of Rs Nil and total profit (Loss) after tax of Rs (0.71) Lakhs for the year ended on that date. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report(s) of such other auditors.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the management.

Report on Other Legal and Regulatory Requirements

VIPIN KUMAR & COMPANY Chartered Accountants

1. As required by section 143(3) of the Act, we report, to the extent applicable, that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit for the aforesaid Consolidated Ind AS Financial Statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditor.

c. The Consolidated Balance Sheet, The Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated statement of Cash Flow and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.

d. In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

e. On the basis of the written representations received from the directors of the Parent Company taken on record by the Board of Directors of the Parent Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies, is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to Consolidated Ind AS Financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A" to this report.

g. In our opinion and based on the consideration of the reports of other statutory auditors of the subsidiaries, the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Parent Company and its subsidiaries to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,2014, as amended, in our opinion and to the best of our information and according to the explanations given to us :

   (i) The Consolidated Ind AS financial statements disclose the impact of pending litigations as on March 31, 2021 on the Consolidated financial position of the Group.

   (ii) The Group has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

   (iii) There has been no delay in transferring amount, required to be transferred, to the Investor Education and Protection Fund by the Group

VIPIN KUMAR & COMPANY Chartered Accountants

For VIPIN KUMAR & COMPANY
Chartered Accountants
Firm Reg. No. 002123C

(V.K. AGARWAL)
Prop.
M.NO. 071279
UDIN : 21071279AAAABO7909

Place : GHAZIABAD
Date : 30th June 2021

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Control Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Goodluck India Limited ("the Parent Company") and its subsidiary Companies as on March 31, 2021 in conjunction with our audit of the Consolidated Ind AS financial statements of the Parent company and its Subsidiary Companies for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent Company and 3 Subsidiary Companies are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). Theses responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its asset, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of the reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these Consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system with reference to Consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated financial statements included obtaining an understanding of internal financial controls with reference to Consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal

control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control with reference to these Consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to these Consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to these Consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to these Consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to these Consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Parent Company, its subsidiary companies have, in all material respects, an adequate internal financial controls system with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential

VIPIN KUMAR & COMPANY Chartered Accountants

components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

OTHER MATTER

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Parent Company, in so far as it relates to 3 subsidiary company, which is incorporated in India, is based on the corresponding report of the auditors of such Subsidiary Companies.

For VIPIN KUMAR & COMPANY
Chartered Accountants
Firm Reg. No. 002123C

VIPIN KUMAR & COMPANY Chartered Accountants

(V.K. AGARWAL)
Prop.
M.NO. 071279
UDIN : 21071279AAAABO7909

Place : GHAZIABAD
Date : 30th June 2021

CONSOLIDATED BALANCE SHEET
AS AT 31ST MARCH 2021

(₹ in lakhs)

PARTICULARS	Note No.	As at 31.03.2021	As at 31.03.2020
A ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4	32,512.74	34,116.41
(b) Capital Work in Progress		1,230.06	76.74
(c) Financial assets			
(d) Other non-current assets	5	609.89	543.23
Total - Non current assets		**34,352.69**	**34,736.38**
(2) Current assets			
(a) Inventories	6	35,252.93	31,463.83
(b) Financial Assets			
(i) Trade receivables	7	23,483.64	23,891.68
(ii) Cash and cash equivalents	8	79.27	291.01
(iii) Other balances with banks	9	968.77	786.07
(c) Other current assets	10	15,625.81	8,734.55
Total - Current assets		**75,410.42**	**65,167.14**
TOTAL - ASSETS		**109,763.11**	**99,903.52**
B EQUITY AND LIABILITIES			
(3) Equity			
(a) Equity share capital	11	490.13	460.13
(b) Other equity	12	37,853.81	34,146.14
Total - Equity		**38,343.94**	**34,606.27**
(4) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	13	12,824.97	7,503.77
(b) Provisions	14	468.04	449.30
(c) Deffered tax liabilities (net)	15	3,186.85	3,085.76
Total - Non current liabilities		**16,479.86**	**11,038.83**
(5) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	16	37,256.50	39,514.93
(ii) Trade payables	17	9,840.32	6,782.91
(b) Provisions	18	-	400.35
(c) Other current liabilities	19	7,842.49	7,560.23
Total - Current liabilities		**54,939.31**	**54,258.42**
TOTAL - EQUITY AND LIABILITIES		**109,763.11**	**99,903.52**

See accompanying notes to the Consolidated Financial Statements

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

VIPIN KUMAR & COMPANY Chartered Accountants

(V.K. AGARWAL)
Prop.
M.No. 071279

On behalf of the Board of Directors
For Goodluck India Limited

(M.C.GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

Place : Ghaziabad
Date : 30th June 2021

CONSOLIDATED STATEMENT OF PROFIT AND LOSS
FOR THE YEARS ENDED ON 31ST MARCH 2021

(₹ in lakhs)

PARTICULARS	Note No.	Year ended on 31st March, 2021	Year ended on 31st March, 2020
I Revenue from operations	20	157,211.52	163,585.73
II Other Income	21	588.45	358.43
III Total Income		157,799.97	163,944.16
IV Expenses			
(a) Cost of raw materials consumed	22	115,371.00	115,802.76
(b) Purchase of stock-in-trade		1.20	0.42
(c) Changes in Inventories of Finished Goods, work-in-progress and Stock-in-trade	23	(3,387.05)	1,016.63
(d) Employee Benefit Expenses	24	7,358.66	8,338.24
(e) Finance Cost	25	5,467.68	6,017.82
(f) Depreciation & Amortization Expenses	26	2,750.00	2,634.58
(g) Other Expenses	27	26,219.61	25,641.18
Total expenses		153,781.10	159,451.63
V Profit before exceptional item & tax (III - IV)		4,018.87	4,492.53
VI Exceptional Items			
VII Profit/(loss) before tax (V-VI)		4,018.87	4,492.53
VIII Tax Expenses			
Income tax for previous year		(12.20)	11.26
Current Tax		925.27	1,006.27
Deferred Tax		101.09	(285.88)
MAT Credit Entitlement/ Tax Adjustment		-	373.77
IX Profit for the years (VII-VIII)		3,004.71	3,387.11
X Other Comprehensive Income for the period			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income		-	-
XI Total Comprehensive Income for the year		3,004.71	3,387.11
XII Earnings per share			
Basic and Diluted	29	13.01	14.72

See accompanying notes to the Consolidated Financial Statements

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

Vipin Kumar & Company Chartered Accountants

(V.K. AGARWAL)
Prop.
M.No. 071279

On behalf of the Board of Directors
For Goodluck India Limited

(M.C.GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

Place : Ghaziabad
Date : 30th June 2021

GOODLUCK INDIA LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2021

(₹ In Lakhs)

DESCRIPTION		Year ended on 31st March, 2021	Year ended on 31st March, 2020
A. Cash Flow from operating activities:			
Net Profit before tax as per Profit & Loss Account		4,018.87	4,492.53
Adjustment for:			
Depreciation		2,750.00	2,634.58
Profit/ Loss on Sale of tangible Assets		5.55	5.19
Interest Income		(93.84)	(106.26)
Unrealised Exchange loss (Gain)		(312.75)	(94.53)
Loss on investment in subsidiary		1.70	-
Finance Cost		5,467.68	6,017.82
Operating Profit before working capital changes		**11,837.21**	**12,949.33**
Adjustment for:			
Increase/ (Decrease) in Trade payable		3,057.41	(3,099.87)
Increase/ (Decrease) in other payable		809.79	520.18
(Increase) / Decrease in Inventories		(3,789.09)	(1,075.11)
(Increase) / Decrease in Trade receivable		408.04	836.80
(Increase) / Decrease in Other receivable		(6,827.85)	(3,520.68)
Cash Generated from Operating Activities		**5,495.51**	**6,610.65**
Taxes Paid		(1,184.78)	(805.74)
Net Cash Flow From Operating Activities	**TOTAL (A)**	**4,310.73**	**5,804.91**
B. Cash flow from Investing Activities			
Payment for property, plant & equipment		(2,321.32)	(3,069.51)
Proceeds from sale of property, plant & equipment		16.12	20.13
Interest Income		93.84	106.26
Net Cash used in Investing Activities	**TOTAL (B)**	**(2,211.36)**	**(2,943.12)**
C. Cash flow from Financing Activities			
Proceeds from issue of Equity Shares & Warrants		731.25	243.75
Proceeds from short term borrowings		(2,258.43)	4,829.34
Proceeds from long term borrowings (net)		4,638.23	(1,268.93)
Proceeds from Unsecured Loans (net)		-	(594.07)
Interest Paid		(5,422.16)	(5,965.81)
Dividend Paid		-	-
Net Cash Flow from Financing Activies	**TOTAL (C)**	**(2,311.11)**	**(2,755.72)**
Net increase in cash and cash Equivalents	**(A+B+C)**	(211.74)	106.07
Cash and cash equivalents at the beginning of the year		291.01	184.94
Cash and cash equivalents at the end of the year		79.27	291.01

1. The above Cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS-7
2. Figures in bracket indicate Cash Outflow

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

VIPIN KUMAR & COMPANY Chartered Accountants

(V.K. AGARWAL)
Prop.
M.No. 071279

On behalf of the Board of Directors
For Goodluck India Limited

(M.C.GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

Place : Ghaziabad
Date : 30th June 2021

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2021

A. Equity Share Capital

(₹ in lakhs)

Equity Shares of ₹2/- each issued, subscribed and fully paid	No. of Shares	Amount
As at April 1, 2019	23,006,250	460.13
Issued during the year	-	-
As at March, 31 2020	23,006,250	460.13
Issued during the year	1,500,000	30.00
As at March, 31 2021	24,506,250	490.13

B. Other Equity

(₹ in lakhs)

	Share Warrant Pending Allotment	Capital Reserve	Share Premium	General Reserve	Retained Earnings	OCI	Total Equity
As at April 1, 2019	-	2,325.31	3,881.43	3,762.44	20,546.10	-	30,515.28
Profit for the year	-	-	-	-	3,387.11	-	3,387.11
Share warrant money received	243.75	-	-	-	-	-	243.75
Adjustment on account of Amalgamation	-	212.50	-	-	(212.50)	-	-
Total Comprehensive income	243.75	2,537.81	3,881.43	3,762.44	23,720.71	-	34,146.14
-Final dividend on equity Shares	-	-	-	-	-	-	-
-Tax on Final dividend on equity Shares	-	-	-	-	-	-	-
As at March 31, 2020	243.75	2,537.81	3,881.43	3,762.44	23,720.71	-	34,146.14
Profit for the year	-	-	-	-	3,004.71	-	3,004.71
Adjustment on account of Consolidation	-	-	-	-	1.71	-	1.71
On share issued during the year	(243.75)	-	945.00	-	-	-	701.25
							-
Total Comprehensive income	-	2,537.81	4,826.43	3,762.44	26,727.13	-	37,853.81
-Final dividend on equity Shares	-	-	-	-	-	-	-
-Tax on Final dividend on equity Shares	-	-	-	-	-	-	-
As at March 31, 2021	-	2,537.81	4,826.43	3,762.44	26,727.13	-	37,853.81

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

VIPIN KUMAR & COMPANY Chartered Accountants

(V.K. AGARWAL)
Prop.
M.No. 071279

On behalf of the Board of Directors
For Goodluck India Limited

(M.C.GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

Place : Ghaziabad
Date : 30th June 2021

1. COMPANY OVERVIEW

Goodluck India Limited ('The Company' or 'the Parent') and its subsidiaries (together referred to as "the Group") are engaged in the business of manufacture and sale of engineering product i.e. heavy engineered structure, transmission and distribution tower, CDW Tubes, Precision Tubes, Pipes, Sheets and forged engineering products at its manufacturing facilities located at Sikandrabad, Industrial Area, and Dadri in Uttar Pradesh, and Kutch in Gujarat.

Goodluck India Limited is a public limited company, incorporated on November 06, 1986 and is listed on BSE Ltd and NSE Ltd.

2. SIGNIFICANT ACCOUNTING POLICIES

A. STATEMENT OF COMPLIANCE

Consolidated Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirement of Division II of Schedule III of the Companies Act 2013, (Ind AS Compliant Schedule III), as applicable to Consolidated financial statement.

Accordingly, the Group has prepared these Consolidated Financial Statements which comprise the Balance Sheet as at 31 March, 2021, the Statement of Profit and Loss, the Statements of Cash Flows and the Statement of Changes in Equity for the year ended 31 March, 2021, and accounting policies and other explanatory information (together hereinafter referred to as "Consolidated Financial Statements" or "financial statements").

These financial statements have been approved by the Board of Directors in the meeting held on 30 June 2021.

B. BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

These financial statements have been prepared in accordance with the accounting policies, set out below and were consistently applied to all periods presented unless otherwise stated.

The financial statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

'The Group's Consolidated financial statements are presented in Indian Rupees (₹), which is also its functional currency

C. BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company i.e. its subsidiaries. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

VIPIN KUMAR & COMPANY Chartered Accountants

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like item of assets, liabilities, equity, income and expense. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

D. BUSINESS COMBINATIONS

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. If The consideration transferred for the acquisition of a subsidiary, over the fair value of the net identifiable assets acquired, is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognized in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in other equity as capital reserve

Business combinations – common control transaction

Business combinations involving entities that are controlled by the group are accounted for using the pooling of interests method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.
- The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee.
- The identity of the reserves is preserved and the reserves of the transferor become the reserves of the transferee.

E. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably.

VIPIN KUMAR & COMPANY Chartered Accountants

Expenses incurred relating to project, net of income earned during the project development stage prior to its intended use, are considered as pre - operative expenses and disclosed under Capital Work - in - Progress.

The gain or loss arising on disposal of an item of property, plant and equipment is determined as the difference between sale proceeds and carrying value of such item, and is recognised in the statement of profit and loss.

Depreciation on property, plant and equipment is provided using straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013

F. INVENTORY

Inventories are stated at the lower of cost and net realizable value except in case of waste and scrap which are valued at net realizable value.

Cost of raw material 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 but excluding borrowing costs.

G. REVENUE RECOGNITION

The Group recognises revenue when control over the promised goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

Revenue is adjusted for variable consideration such as discounts, rebates, refunds, credits, price concessions, incentives, or other similar items in a contract when they are highly probable to be provided. The amount of revenue excludes any amount collected on behalf of third parties. In contracts where freight is arranged by the Group and recovered from the customers, the same is treated as a separate performance obligation and revenue is recognised when such freight services are rendered.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, using effective interest rate.

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

H. EMPLOYEES' BENEFITS

Retirement benefits, such as gratuity are accounted for on the basis of provisions as lay down under Ind AS-19 "Employee Benefits" for employees are as per the certificate provided by the management.

Contributions to Provident Fund, a defined contribution plan are made in accordance with the statute, and are recognized as an expense when employees have rendered service entitling them to the contribution.

VIPIN KUMAR & COMPANY Chartered Accountants

Group's contribution to state defined contribution plan namely, Employee State Insurance are made in accordance with the statute, and are recognized as an expenses when employees have rendered services entitling them to the contribution.

I. BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

J. FOREIGN CURRENCY TRANSACTIONS

The functional currency of the Company and its subsidiaries is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Indian Rupee (₹).

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the period in which they arise.

K. FINANCIAL INSTRUMENTS

1. Financial Assets

I. Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value are adjusted through profit or loss on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

II. Subsequent measurement

i) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Vipin Kumar & Company Chartered Accountants

iii) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

III. Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

2. Financial liabilities

I. Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

II. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

3. Derivative financial instruments

The Group uses various derivative financial instruments such as interest rate swaps, currency swaps and forwards contracts to mitigate the risk of changes in interest rates, exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss.

4. Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires

L. LITIGATION

The Group is subject to legal proceedings and claims which have arisen in the ordinary course of business. The Group's management does not reasonably expect that these legal actions when ultimately concluded and determined will have a material and adverse affect on the Group's result of operations or financial condition.

M. TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

VIPIN KUMAR & COMPANY Chartered Accountants *

Current tax

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

N. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the Balance Sheet.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefit is probable.

O. CASH AND CASH EQUIVALENT

Cash and cash equivalent in the Balance Sheet comprise cash at banks and in hand

ARPIN KUMAR & COMPANY Chartered Accountants

P. EARNING PER SHARE

Basic earning per share is computed by dividing the profit / (loss) after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

3. CRITICAL ESTIMATION AND JUDGEMENTS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

- Estimation of current tax expense and payable – Note 15
- Estimation of defined benefit obligation – Note 14
- Recognition of deferred tax assets for carried forward tax losses – Note 15

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

VIPIN KUMAR & COMPANY Chartered Accountants

4. Property, Plant and equipment

(₹ in lakhs)

Particulars	Leasehold Land	Freehold Land	Factory Building	Office Building	Plant & Machinery	Furniture & fixture	Office equipment	Computer	Vehicle	Total	Capital work-in-progress
Cost/Deemed cost as at April 1, 2020	822.86	570.19	8,517.49	221.33	30,046.03	1,311.20	224.32	148.72	895.32	42,757.46	76.74
Additions	-	-	6.18	-	1,022.06	34.96	32.95	26.25	45.60	1,168.00	1,222.60
Disposals	-	-	-	-	30.28	-	0.93	-	11.82	43.03	69.28
Cost/Deemed cost as at March 31, 2021	**822.86**	**570.19**	**8,523.67**	**221.33**	**31,037.81**	**1,346.16**	**256.34**	**174.97**	**929.10**	**43,882.43**	**1,230.06**
Accumulated depriciation as at April 1, 2020	-	-	870.69	14.47	6,847.75	336.24	127.17	92.40	352.33	8,641.05	-
Charge for the period	-	-	288.11	3.63	2,178.97	107.36	37.09	27.88	106.97	2,750.01	-
Disposals	-	-	-	-	12.67	-	0.88	-	7.82	21.37	-
Accumulated depriciation as at March 31, 2021	-	-	**1,158.80**	**18.10**	**9,014.05**	**443.60**	**163.38**	**120.28**	**451.48**	**11,369.69**	-
Net Carrying value as at March 31, 2021	**822.86**	**570.19**	**7,364.87**	**203.23**	**22,023.76**	**902.56**	**92.96**	**54.69**	**477.62**	**32,512.74**	**1,230.06**

(₹ in lakhs)

Particulars	Leasehold Land	Freehold Land	Factory Building	Office Building	Plant & Machinery	Furniture & fixture	Office equipment	Computer	Vehicle	Total	Capital work-in-progress
Cost/Deemed cost as at April 1, 2019	822.86	570.19	8,134.83	221.33	27,224.26	1,237.64	186.58	124.45	789.86	39,312.00	500.75
Additions	-	-	382.66	-	2,821.77	73.56	37.74	24.27	154.56	3,494.56	1,633.39
Disposals	-	-	-	-	-	-	-	-	49.10	49.10	2,057.40
Cost/Deemed cost as at March 31, 2020	**822.86**	**570.19**	**8,517.49**	**221.33**	**30,046.03**	**1,311.20**	**224.32**	**148.72**	**895.32**	**42,757.46**	**76.74**
Accumulated depriciation as at April 1, 2019	-	-	592.67	10.84	4,786.25	224.58	91.95	63.97	258.93	6,029.19	-
Charge for the period	-	-	278.02	3.63	2,061.50	111.66	35.22	28.43	116.12	2,634.58	-
Disposals	-	-	-	-	-	-	-	-	22.72	22.72	-
Accumulated depriciation as at March 31, 2020	-	-	**870.69**	**14.47**	**6,847.75**	**336.24**	**127.17**	**92.40**	**352.33**	**8,641.05**	-
Net Carrying value as at March 31, 2020	**822.86**	**570.19**	**7,646.80**	**206.86**	**23,198.28**	**974.96**	**97.15**	**56.32**	**542.99**	**34,116.41**	**76.74**

VIPIN KUMAR & COMPANY Chartered Accountants

5. OTHER NON CURRENT ASSETS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
(Unsecured, unconfirmed, Considered good)		
Security Deposits	609.89	543.23
TOTAL:	609.89	543.23

6. INVENTORIES

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
(As taken, valued and certified by the management)		
(At lower of cost and net realizable value unless stated otherwise)		
Raw Materials	11,392.60	11,063.84
Work-in-progress	5,335.01	5,652.58
Finished Goods	17,353.74	13,649.12
Stores, Spares & Packing Materials	1,171.58	1,098.29
TOTAL:	35,252.93	31,463.83

7. TRADE RECEIVABLES

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Unsecured and Considered good	23,483.64	23,891.68
TOTAL:	23,483.64	23,891.68

Trade receivables are netted with Bill discounting of ₹ 2,662.97 lakhs (March 31, 2020- ₹ 1,461.77 lakhs)

Before accepting any new customer, the Group uses an external credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed once a year.

The Group does not hold any collateral or other credit enhancements over the balances of trade receivables.

Trade receivables have been given as collateral towards borrowings from financial institutions.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

8. CASH AND CASH EQUIVALENT

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Cash in hand	32.32	36.87
Unrestricted Balances with banks	46.95	254.14
TOTAL:	79.27	291.01

9. OTHER BALANCES WITH BANKS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Earmarked balances with Banks	968.77	786.07
TOTAL:	968.77	786.07

Earmarked balances with bank represents balances held for unpaid dividends and margin money against issue of bank guarantees, letter of credit, stand by letter of credit and security against tenders.

VIPIN KUMAR & COMPANY Chartered Accountants

10. OTHER CURRENT ASSETS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
(Unsecured, unconfirmed, Considered good)		
Advances to supplier	9,080.14	4,488.36
Capital Advances	467.68	168.27
Prepaid Expenses	227.51	226.96
Others	1,003.91	984.40
Provision for Mark-to-market on forward	233.43	-
Export benefits and entitlements	1,039.64	585.70
Tax balances /recoverable/ credits	3,573.50	2,280.86
TOTAL:	**15,625.81**	**8,734.55**

11. EQUITY SHARE CAPITAL

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Authorised Capital 1,46,250,000 Equity Shares of ₹ 2/- each (1,46,250,000 equity shares as at March 31, 2020)	2,925.00	2,925.00
Issued, subscribed and fully paid -up capital 2,45,06,250 Equity Shares of ₹ 2/- each (2,30,06,250 equity shares as at March 31, 2020)	490.13	460.13
TOTAL:	**490.13**	**460.13**

The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held. The dividend, if proposed by the Board of Directors is subject to the approval of the shareholders in ensuing general meeting.

The company has issued 15,00,000 Equity shares on 08.03.2021 against Convertible Share Warrants at the price of ₹ 65/- each at a premium of ₹ 63/- per share

The details of shareholders holding more than 5% shares:

Name of Shareholder		As at 31.03.2021	As at 31.03.2020
Mr. Nitin Garg	No. of Shares	1486750	1486750
	% held	6.07	6.46

12. OTHER EQUITY

(₹ in lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
General reserve	3,762.44	3,762.44
Retained earnings	26,727.13	23,720.71
Other reserves:		
Security premium account	4,826.43	3,881.43
Capital Reserve	2,537.81	2,537.81
Share warrant	-	243.75
Total	**37,853.81**	**34,146.14**

VIPIN KUMAR & COMPANY Chartered Accountants

(i) General reserve

Under the erstwhile Indian Companies Act 1956, a general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year.

Consequent to introduction of Companies Act 2013, the requirement of mandatory transfer of a specified percentage of the net profit to general reserve has been withdrawn and the Company can optionally transfer any amount from the surplus of profit or loss account to the General reserves.

The Company has not transferred any amount to general reserve during the year.

(ii) Retained Earnings

Retained earnings are the profits that the company has earned till date less any transfer to general reserve, dividends or other distribution paid to shareholders.

(iii) Security Premium

The amount received in excess of face value of the equity shares is recongnised in security premium. This reserves utilised in accordance with the specific provisions of the Companies Act 2013.

(iv) Capital Reserve

Reserve is primarily created on amalgamation as per statutory requirement. This reserve is utilised in accordance with the specific provisions of the Companies Act, 2013

13. LONG-TERM BORROWINGS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Term Loans:		
Secured Loan	12,873.05	7,597.43
Unamortised upfront fees on borrowing	(48.08)	(93.66)
Net Amount	**12,824.97**	**7,503.77**

(₹ in lakhs)

S. No.	Terms of repayments	31-Mar-21 Non-current	31-Mar-21 Current	31-Mar-20 Non-current	31-Mar-20 Current	Nature of Security
	Rupee Term Loans From Banks (Secured)					
1	8 quarterly installment of Rs. 65.00 lakhs each from 30.06.2020 to 30.03.2022	-	262.53	260.00	260.00	First charge on fixed assets of the Company located at A-42, A-45 , A-51, A-59 & D-4 Industrial Area, Sikandrabad, Distt. Bulandshahr (U.P.) and Plot No. 2839 Dhoom Manikpur, Dadri (U.P.), and second charge on entire current assets of the Company , both present & future and personal guarantee of the directors of the Company and their relatives.
2	5 quarterly installment of Rs. 166.67 lakhs each from 16.04.2020 to 16.04.2021	-	167.74	166.67	666.66	
3	5 quarterly installment of Rs. 125.00 lakhs each from 31.05.2020 to 31.05.2021	-	125.94	125.00	500.00	
4	5 quarterly installment of Rs. 150.00 lakhs each from 31.05.2020 to 31.05.2021	-	-	150.00	600.00	
5	19 quarterly installment of Rs. 75.00 lakhs each from 29.06.2020 to 29.12.2024	825.00	308.66	1,125.00	300.00	
6	3 quarterly installment of Rs. 175.00 lakhs each from 30.06.2020 to 31.12.2020, 12 quarterly installment of Rs. 325.00 lakhs each from 31.03.2021 to 31.12.2023	2,275.00	502.21	3,575.00	850.00	First charge on entire fixed assets located at Village Bhachau distt. Kutch, Gujarat and second pari passu charge on entire current assets located at Village Bhachau distt. Kutch, Gujarat and personal guarantee of the directors of the Company
7	5 quarterly installment of Rs. 62.50 lakhs each from 05.05.2020 to 05.05.2021, 8 quarterly installment of Rs. 250.00 lakhs each from 05.08.2021 to 05.05.2023	1,250.00	812.50	2,062.50	250.00	Subservient charge on Current Asset and movable fixed assets of the Company both present and future and personal guarantee of the directors of the Company and their relatives.
8	12 monthly installment of Rs. 83.33 lakhs each from 30.01.2021 to 30.12.2021	-	750.00	-	-	First charge on entire Movable and Immovable Fixed assets of the Company except Gujarat Unit and personal guarantee of the directors of the Company and their relatives.
9	48 monthly installment of Rs. 44.79 lakhs each from 07.03.2022 to 07.02.2026	2,105.21	55.83	-	-	Second charge on Entire fixed assets of the Company and second charge on entire current assets of the Company , both present & future and equitable mortgage of two immovable properties belonging to the directors of the Company and their relatives , situated at Plot No. II -F - 166 & II - F-167 , Nehru Nagar , Ambedkar Road , Ghaziabad (U.P.)
10	48 monthly installment of Rs. 42.08 lakhs each from 31.03.2022 to 28.02.2026	1,977.92	42.59	-	-	
11	48 monthly installment (including interest) of Rs. 22.53 lakhs each from 20.02.2022 to 20.01.2026	906.49	36.68	-	-	
12	48 monthly installment of Rs. 27.00 lakhs each from 25.03.2022 to 25.02.2026	1,268.00	29.53	-	-	
13	48 monthly installment of Rs. 46.88 lakhs each from 28.02.2022 to 31.01.2026	2,156.25	108.94	-	-	
	Rupee Term Loans From NBFC (Secured)					
14	10 monthly installment of Rs. 9.80 lakhs each from 05.04.2020 to 05.01.2021	-	-	-	98.86	First exclusive charge on specified Machinery located at Plot No. 2839 Dhoom Manikpur, Dadri (U.P.).
15	7 quarterly installment of Rs. 32.50 lakhs each from 05.04.2020 to 05.10.2021	-	98.30	97.50	131.87	First charge on fixed assets of the Company located at A-42, A-45, A-51, A-59 & D-4 Industrial Area, Sikandrabad, Distt. Bulandshahr (U.P.) and Plot No. 2839 Dhoom Manikpur, Dadri (U.P.), and second charge on entire current assets of the Company , both present & future and personal guarantee of the directors of the Company and their relatives.
16	13 monthly installment of Rs. 24.58 lakhs each from 05.04.2020 to 05.04.2021	-	24.77	24.58	297.45	
17	48 monthly installment of Rs. 2.38 lakhs each from 05.02.2022 to 05.01.2026	109.18	5.47			Second charge on entire fixed assets of the Company except Fixed Assets located at Gujarat.
18	16 monthly installment of Rs. 2.28 lakhs (including interest) each from 18.04.2020 to 18.09.2021	-	11.30	11.18	25.54	First exclusive charge on specified Vehicles
19	Unamortised upfront fees on borrowing	(48.08)	-	(93.66)	-	
		12,824.97	3,342.99	7,503.77	3,980.38	

14. LONG-TERM PROVISIONS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Provision for Employees Benefits		
Provision for Gratuity / Leave Benefits	468.04	449.30
TOTAL:	**468.04**	**449.30**

15. Income Tax

(a) Income tax expense / (benefits)

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Current tax :		
Current tax	925.27	1,006.27
Tax provision/(reversal) for earlier years	(12.20)	11.26
Deferred tax :		
Deferred tax	101.09	(285.88)
MAT Credit Entitlement/ Tax Adjustment	-	373.77
Total deferred tax	**101.09**	**87.89**
Total Tax expense / (benefit)	**1,014.16**	**1,105.42**

(b) Reconciliation of effective tax rate :

A reconciliation of income tax expense applicable to accounting profit / (loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows :

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Net income before taxes	4,018.87	4,492.53
Enacted tax rate in India	25.168%	34.944%
Computed tax expense	1,011.47	1,569.87
Increase/(reduction) in taxes on account of:		
Income exempt from taxation /Items not deductible	14.71	(189.84)
Adjustment in respect of deffered tax on account of increase in rate of tax	-	(285.88)
Effect of tax pertaining to prior years	(12.20)	11.26
Tax expense for the year	1,013.97	1,105.41
Effective income tax rate	**25.23**	**24.61**

Statutory income taxes are assessed as per the provisions of section 115BAA of the Income Tax Act 1961.

DEFERRED TAX LIABILITY (Net)

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Deferred Tax Liability		
Deferred tax liabilities (net)	3,186.85	3,085.76
TOTAL:	**3,186.85**	**3,085.76**

VIPIN KUMAR & COMPANY Chartered Accountants

(₹ in lakhs)

Deferred tax balance in relation to	As at 31 March 2020	Recognised/ reversed through profit and loss	Recognised in/ reclassified from OCI	As at 31 March 2021
Property, plant and equipment	3,162.35	44.67	-	3,207.02
Provisions	(76.59)	56.42	-	(20.17)
Total	**3,085.76**	**101.09**	**-**	**3,186.85**

(₹ in lakhs)

Deferred tax balance in relation to	As at 1 April 2019	Recognised/ reversed through profit and loss	Recognised in/ reclassified from OCI	As at 31 March 2020
Property, plant and equipment	3,405.35	(243.00)	-	3,162.35
Provisions	(33.70)	(42.89)	-	(76.59)
Total	**3,371.66**	**(285.88)**	**-**	**3,085.76**

Movement in MAT credit entitlement:

(₹ in lakhs)

Particulars	As at 31.03.2021	As at 31.03.2020
Balance at the beginning of year	-	373.77
Less: reversal of MAT credit entitlement	-	(373.77)
Balance at the end of year	**-**	**-**

16. SHORT TERM BORROWINGS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Secured Loans:		
From Banks (Working Capital Loan)	37,256.50	39,514.93
TOTAL:	**37,256.50**	**39,514.93**

Working capital limits from Banks comprising of Cash credit Limits / Export credit Limits / Bills discounted/ Buyer's Credit are secured by first charge on entire current assets of the Company including stocks of raw-materials, work-in-progress, stock lying in godown and ports, finished goods and book debts both present & future and equitable mortgage of two immovable properties belonging to the directors of the Company and their relatives , situated at Plot No. II -F - 166 & II - F-167 , Nehru Nagar , Ambedkar Road , Ghaziabad (U.P.) . Working capital limits from Banks are further secured by way of second charge on entire fixed assets of the Company, and personal guarantee of the directors of the Company and their relatives. However, enhanced working capital limits of ₹ 25.00 Crore from IDFC First Bank Ltd and ₹ 20.00 Crore from HDFC Bank Ltd are not having second charge on fixed assets located at Village Bhachau distt. Kutch, Gujarat.

17. TRADE PAYABLES

(₹ in lakhs)

A. Total Outstanding dues of mirco and small enterprises	As at 31.03.2021	As at 31.03.2020
Dues of micro and small enterprises	19.81	0.05

(₹ in lakhs)

B. Total Outstanding dues of creditors other than mirco and small enterprises	As at 31.03.2021	As at 31.03.2020
Creditors for supplies and services	9,820.51	6,782.86

Amount due to micro and small enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to micro and small enterprises is as below:

(₹ in lakhs)

	As at 31.03.2021	As at 31.03.2020
(i) Principal amount remaining unpaid to supplier at the end of the year	19.81	0.05
(ii) Interest due / accrued thereon remaining unpaid to supplier at the end of the year	0.40	*
(iii) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-

*represents ₹ 78.00

18. SHORT-TERM PROVISIONS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Mark-to-market on forward	-	128.64
Provision for:		
Current Taxes	-	271.71
TOTAL:	-	400.35

19. OTHER CURRENT LIABILITIES

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Current maturities of long-term debt (Refer Note No. 13)	3,342.99	3,980.38
Unclaimed Dividends	22.92	24.59
Creditors for Capital Expenditure	187.81	329.93
Advance received from customer	1,764.53	428.60
Statutory dues	206.96	73.81
Other Payables	2,317.28	2,722.92
TOTAL:	7,842.49	7,560.23

20. REVENUE FROM OPERATIONS

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2021	Year ended on 31st March, 2020
Sale of products*	151,575.97	158,927.41
Job Charges	3,266.40	2,286.90
Other operating revenues		
Export Benefits	1,411.86	1,700.05
Exchange Fluctuation	957.29	671.37
TOTAL:	157,211.52	163,585.73

* Includes freight services where arranged by the Group

21. OTHER INCOME

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2021	Year ended on 31st March, 2020
Interest	93.84	106.26
Other Income	494.61	252.17
TOTAL:	588.45	358.43

22. COST OF RAW MATERIAL CONSUMED

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2021	Year ended on 31st March, 2020
Inventory at the beginning of the year	11,063.84	9,023.34
Add: Purchases	115,699.76	117,843.26
	126,763.60	126,866.60
Less: Inventory at the end of the year	11,392.60	11,063.84
Cost of raw material consumed	115,371.00	115,802.76

22.1 VALUE OF IMPORTED/INDEGENOUS RAW MATERIAL CONSUMED

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2021	Year ended on 31st March, 2020
Imported	1,907.08	3,889.43
Imported (% of consumption)	1.65%	3.36%
Indigenous	113,463.92	111,913.33
Indigenous (% of consumption)	98.35%	96.64%
TOTAL:	115,371.00	115,802.76

VARUN KUMAR & COMPANY Chartered Accountants

23. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK -IN-PROCESS AND STOCK-IN-TRADE

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2021	Year ended on 31st March, 2020
Inventories at the beginning of the year		
Work-in-progress	5,652.58	6,618.70
Finished goods / Stock-in-Trade	13,649.12	13,699.62
	19,301.70	**20,318.32**
Inventories at the end of the year		-
Work-in-progress	5,335.01	5,652.58
Finished goods / Stock-in-Trade	17,353.74	13,649.12
	22,688.75	**19,301.70**
TOTAL:	**(3,387.05)**	**1,016.63**

24. EMPLOYEE BENEFIT EXPENSES

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2021	Year ended on 31st March, 2020
Salaries, Wages & Bonus	6,942.64	7,813.80
Contribution to provident and other fund	286.59	334.56
Staff Welfare Expenses	129.43	189.88
TOTAL:	**7,358.66**	**8,338.24**

25. FINANCE COST

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2021	Year ended on 31st March, 2020
Interest on borrowings	4,945.36	5,491.13
Bank commission & charges	452.49	474.68
Unwinding of interest on financial liabilities carried at amortised cost	69.83	52.01
TOTAL:	**5,467.68**	**6,017.82**

26. DEPRECIATION & AMORTIZATION EXPENSES

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2021	Year ended on 31st March, 2020
Depreciation on property, plant & equipment	2,750.00	2,634.58
TOTAL:	**2,750.00**	**2,634.58**

27. OTHER EXPENSES

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2021	Year ended on 31st March, 2020
Consumption of stores and spares	4,422.18	4,904.98
Power & Fuel Expenses	5,917.40	6,131.69
Processing Charges	2,604.09	2,391.68
Repairs & Maintenance :		
a) Plant & Machinery	1,307.58	1,103.16
b) Building	108.13	75.11
c) Others	177.40	115.43
Freight & Forwarding	7,675.56	6,106.05
Advertisement	12.40	10.88
Commission & Rebate	858.55	949.68
Selling & Sales Promotion	18.32	67.76
Packing Materials	1,591.07	1,710.19
Printing & Stationery	45.53	46.99
Postage, Telegram & Telephone	51.35	61.37
Travelling and Conveyance	591.38	979.46
Legal & Professional Expenses	244.44	330.26
Insurance	139.77	122.56
Rates, Taxes & Fees	114.70	204.36
CSR Expenses	93.47	58.87
Miscellaneous Expenses	240.74	265.50
Loss on Sale of Fixed Assets	5.55	5.20
TOTAL:	**26,219.61**	**25,641.18**

27.1. VALUE OF STORES & SPARES CONSUMED

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2021	Year ended on 31st March, 2020
Imported	12.30	4.57
Imported (% of consumption)	0.28%	0.09%
Indigenous	4,409.88	4,900.41
Indigenous (% of consumption)	99.72%	99.91%
TOTAL:	**4,422.18**	**4,904.98**

28. PAYMENT TO AUDITORS AS:

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2021	Year ended on 31st March, 2020
Auditors		
Statutory Audit Fees	5.18	5.18
TOTAL:	**5.18**	**5.18**

29. EARNING PER SHARE

DESCRIPTION	Year ended on 31st March, 2021	Year ended on 31st March, 2020
Net profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders (` in Lakhs)	3,004.71	3,387.11
Weighted average No. of Equity Shares	23,104,880	23006250
Basic and Diluted Earning per share (`)	**13.01**	**14.72**
Face value per equity share (`)	2.00	2.00

30. Financial instruments

30.1. Capital risk management

The Group being in a capital intensive industry, its objective is to maintain a strong credit rating, healthy capital ratios and establish a capital structure that would maximise the return to stakeholders through optimum mix of debt and equity.

The Group's capital requirement is mainly to fund its capacity expansion, repayment of principal and interest on its borrowings. The principal source of funding of the Group has been, and is expected to continue to be, cash generated from its operations supplemented by funding from bank borrowings and the capital markets.

The Group regularly considers other financing and refinancing opportunities to diversify its debt profile, reduce interest cost and elongate the maturity of its debt portfolio, and closely monitors its judicious allocation amongst competing capital expansion projects to capture market opportunities at minimum risk.

The Group monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents,Bank balances other than cash and cash equivalents.

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Long term borrowings	12,824.97	7,503.77
Current maturities of long term debt	3,342.99	3,980.38
Short term borrowings	37,256.50	39,514.93
Less: Cash and cash equivalent	(79.27)	(291.01)
Less: Bank balances other than cash and cash equivalent	(968.77)	(786.07)
Net debt	**52,376.42**	**49,922.00**
Total equity	**38,343.94**	**34,606.27**
Gearing ratio	1.37	1.44

1. Equity includes all capital and reserves of the Group.
2. Debt is defined as long term (excluding other loans from related parties) and short term borrowings.

30.2 Categories of financial instruments

(₹ in lakhs)

DESCRIPTION	31st March, 2021		31st March, 2020	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
Measured at amortised cost				
Trade receivables	23,483.64	23,483.64	23,891.68	23,891.68
Cash and cash equivalents	79.27	79.27	291.01	291.01
Bank balances other than cash and cash equivalents	968.77	968.77	786.07	786.07
Total financial assets at amortised cost (A)	**24,531.68**	**24,531.68**	**24,968.76**	**24,968.76**
Financial liabilities				
Measured at amortised cost				
Long term Borrowings #	16,167.97	16,167.97	11,484.15	11,484.15
Short term Borrowings	37,256.50	37,256.50	39,514.93	39,514.93
Trade payables	9,840.32	9,840.32	6,782.91	6,782.91
Total financial liabilities carried at amortised cost (B)	**63,264.80**	**63,264.80**	**57,781.99**	**57,781.99**

including current maturities of long term debt.

30.3 Financial risk management

The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency. Risk management policies and systems are reviewed regularly to reflect changes in the market conditions and the Group's activities to provide reliable information to the Management and the Board to evaluate the adequacy of the risk management framework in relation to the risk faced by the Group.

The risk management policies aims to mitigate the following risks arising from the financial instruments:
- Market risk
- Credit risk and
- Liquidity risk

30.4 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market prices. The Group is exposed in the ordinary course of its business to risks related to changes in foreign currency exchange rates, commodity prices and interest rates.

The Group seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Group's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management and the internal auditors on a continuous basis. The Group does not enter into or trade financial instruments, including derivatives for speculative purposes.

30.5 Foreign currency risk management

The Group's functional currency is Indian Rupees (INR). The Group undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Group's revenue from export markets and the costs of imports, primarily in relation to raw materials. The Group is exposed to exchange rate risk under its trade and debt portfolio.

Adverse movements in the exchange rate between the Rupee and any relevant foreign currency result's in increase in the Group's overall debt position in Rupee terms without the Group having incurred additional debt and favourable movements in the exchange rates will conversely result in reduction in the Group's receivables in foreign currency. In order to hedge exchange rate risk, the Group has a policy to hedge cash flows up to a specific tenure using forward exchange contracts. At any point in time, the Group hedges its estimated foreign currency exposure in respect of forecast sales over the following 6 months. In respect of imports and other payables, the Group hedges its payables as when the exposure arises.

All hedging activities are carried out in accordance with the Group's internal risk management policies, as approved by the Board of Directors, and in accordance with the applicable rules and regulations where the Group operates.

VIPIN KUMAR & COMPANY Chartered Accountants

The carrying amounts of the Group's monetary assets and monetary liabilities at the end of the reporting period are as follows:

Currency exposure as at 31 March 2021

(₹ in lakhs)

DESCRIPTION	USD	EURO	GBP	INR	Total
Financial assets					
Trade receivables	3,146.52	1,622.38	236.82	18,477.92	23,483.64
Bank balances other than cash and cash equivalents	-	-	-	968.77	968.77
Advance to supplier	0.15	0.15	12.99	9,066.85	9,080.14
Capital advances	317.73	-	-	149.95	467.68
Total financial assets	**3,464.40**	**1,622.53**	**249.81**	**28,663.49**	**34,000.23**
Financial liabilities					
Short term borrowings	511.18	-	42.52	36,702.80	37,256.50
Trade payables	-	-	-	9,840.32	9,840.32
Advance recd from customer	102.28	147.48	0.39	1,514.38	1,764.53
Creditors for capital expenditure	-	63.30	-	124.51	187.81
Total financial liabilities	**613.46**	**210.78**	**42.91**	**48,182.01**	**49,049.16**

Currency exposure as at 31 March 2020

(₹ in lakhs)

DESCRIPTION	USD	EURO	GBP	INR	Total
Financial assets					
Trade receivables	3,053.99	815.96	52.83	19,968.90	23,891.68
Bank balances other than cash and cash equivalents	-	-	-	786.07	786.07
Advance to supplier	84.02	-	1.47	4,402.87	4,488.36
Capital advances	9.20	1.47	-	157.60	168.27
Total financial assets	**3,147.21**	**817.43**	**54.30**	**25,315.44**	**29,334.38**
Financial liabilities					
Short term borrowings	616.17	25.90	-	38,872.86	39,514.93
Trade payables	-	-	-	6,782.91	6,782.91
Advance recd from customer	37.61	45.00	1.75	344.24	428.60
Creditors for capital expenditure	-	182.30	-	147.63	329.93
Total financial liabilities	**653.78**	**253.20**	**1.75**	**46,147.64**	**47,056.37**

The following table details the Group's sensitivity impact of 1% increase and decrease in the INR against the relevant foreign currencies. 1% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis for outstanding foreign currency denominated monetary items and adjusts their translation at the year-end for a 1% change in foreign currency rates, with all other variables held constant.

(₹ in lakhs)

DESCRIPTION	Increase		Decrease	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Receivable				
USD/INR	50.81	41.75	(50.81)	(41.75)
Payable				
USD/INR	17.66	8.54	(17.66)	(8.54)

Particulars of outstanding Short term forward exchange contracts entered into by the company

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
BUY		
No. of Contract	4.00	-
US $ equivalent	850,000.00	-
INR equivalent	624.79	-
MTM	(4.09)	-
SELL		
No. of Contract	74	43
US $ equivalent	13,230,844	8,391,975
INR equivalent	9,725.29	6,326.37
MTM	237.52	(128.64)

Unhegde Currency Risk position :

1) Amounts receivable in foreign currency

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Trade Receivable		
US equivalent (in USD)	-	-
INR equivalent	-	-
Capital Advances		
US equivalent (in USD)	-	15,096
INR equivalent	-	10.67
Advances to Suppliers		
US equivalent (in USD)	-	119,281
INR equivalent	-	89.92

II) Amounts payable in foreign currency

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Trade Payable/ Creditors for Capital Expenditure		
US equivalent (in USD)	795,490	248,787
INR equivalent	584.72	182.30
Bank Borrowings		
US equivalent (in USD)	-	884,089
INR equivalent	-	642.06
Advance received from cutomer		
US equivalent (in USD)	-	118,644
INR equivalent	-	84.35

30.6 Commodity price risk

The Group's revenue is exposed to the market risk of price fluctuations related to the sale of its steel products. Market forces generally determine prices for the steel products sold by the Group. These prices may be influenced by factors such as demand and supply, production costs (including the costs of raw material inputs) and global and regional economic conditions and growth. Adverse changes in any of these factors may reduce the revenue that the Group earns from the sale of its steel products.

The Group primarily procured its raw materials i. e. HR Coil, Angle shape and section, Ingot, Zinc etc. in the open market from third parties during the financial year ended 31.03.2021 and is therefore subject to fluctuations in prices.

The Group aims to sell the products at prevailing market prices. Similarly the Company procures key raw materials like HR Coil, Angle shape and section, Ingot and Zinc based on prevailing market rates as the selling prices of steel prices and the prices of input raw materials move in the same direction.

The Group as a matter of policy has not hedged the comodity risk.

The following table details the Group's sensitivity to a 5% movement in the input price of HR Coil, Angle shape and section, Ingot, Zinc etc. The sensitivity analysis includes only 5% change in commodity prices for quantity sold or consumed during the year, with all other variables held constant. A positive number below indicates an increase in profit where the commodity prices increase by 5%. For a 5% reduction in commodity prices, there would be a comparable impact on profit, and the balances below would be negative.

(₹ in lakhs)

DESCRIPTION	Increase		Decrease	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
HR Coil, Angle shape and section, Ingot, Zinc	5,803.33	6,051.18	(5,803.33)	(6,051.18)

VIPIN KUMAR & COMPANY Chartered Accountants

30.7 Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Group are principally denominated in rupees and US dollars with a mix of fixed and floating rates of interest. The Group has exposure to interest rate risk, arising principally on changes in MCLR rate and LIBOR rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings.

If interest rates had been 100 basis points higher / lower and all other variables were held constant, the Group's profit for the year ended 31 March 2021 would decrease / increase by ₹ 430.44 lakhs (for the year ended 31 March 2020: decrease / increase by ₹ 476.47 lakhs). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

30.8 Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Group has adopted a policy of only dealing with creditworthy counterparties.

Customer credit risk is managed centrally by the Group and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment.

Credit risk on receivables is also mitigated by securing the same against letters of credit and guarantees of reputed nationalised and private sector banks. Trade receivables consist of a large number of customers spread across diverse industries and geographical areas with no significant concentration of credit risk. The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables.

Ageing of Trade Receivable

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
0-180 days	17,945.48	20,038.49
180-365 days	1,759.29	660.34
Above 365 days	3,778.87	3,192.85

30.9 Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Group requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Group generates sufficient cash flow for operations, which together with the available cash and cash equivalents provide liquidity in the short-term and long-term. The management of the Group has established an appropriate liquidity risk management framework for Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

Liquidity exposure as at 31ST March 2021

(₹ in lakhs)

DESCRIPTION	< 1 Year	1-5 Year	> 5 Year	Total
Financial assets				
Trade receivables	23,483.64			23,483.64
Cash and cash equivalents	79.27			79.27
Bank balances other than cash and cash equivalents	968.77			968.77
Total financial assets	**24,531.68**	-	-	**24,531.68**
Financial liabilities				
Long term borrowings	3,343.00	12873.05		16,216.05
Short term borrowings	37,256.50			37,256.50
Trade payables	9,840.32			9,840.32
Total financial liabilities	**50,439.83**	**12,873.05**	-	**63,312.88**

VIPIN KUMAR & COMPANY Chartered Accountants

Liquidity exposure as at 31 March 2020

(₹ in lakhs)

DESCRIPTION	< 1 Year	1-5 Year	> 5 Year	Total
Financial assets				
Trade receivables	23,891.68	-	-	23,891.68
Cash and cash equivalents	291.01	-	-	291.01
Bank balances other than cash and cash equivalents	786.07	-	-	786.07
Total financial assets	**24,968.76**	**-**	**-**	**24,968.76**
Financial liabilities				
Long term borrowings	3,980.38	7597.43		11,577.81
Short term borrowings	39,514.93			39,514.93
Trade payables	6,782.91			6,782.91
Total financial liabilities	**50,278.22**	**7,597.43**	-	**57,875.65**

The Group has pledged its trade receivables and cash & cash equivalents in order to fulfil certain collateral requirements for the banking facilities extended to the Group. There is obligation to return the securities to the Group once these banking facilities are surrendered.

31. RELATED PARTY DISCLOSURES:

As per Ind AS-24, the disclosure of transactions with the related parties are given below:

(i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Name of Related Party	Relationsgip
Shri M. C. Garg, Chairman Shri R. C. Garg, Director Shri Nitin Garg , Director	Key Management Personnel
Shri Manish Garg Shri Umesh Garg Shri Harsh Garg	Relatives of Key Management Personnel
Excellent Fincap Pvt. Ltd.	Others (Enterprises Over which Key Management Personel are able to exercise significant influence)

(ii) Transactions during the year with related parties:

(₹ in lakhs)

Nature of Transactions	Key Management Personnel	Relatives of Key Mgt. Personnel	Others	Total
Loans Taken:				
Current Year	-	-	-	-
Previous Year	-	-	126.00	126.00
Loans Repaid:				
Current Year	-	-	-	-
Previous Year	-	-	3,334.95	3,334.95
Advance Given:				
Current Year	-	-	197.53	197.53
Previous Year	-	-	-	-
Advance Received Back:				
Current Year	-	-	243.69	243.69
Previous Year	-	-	-	-
Interest Paid:				
Current Year	-	-	-	-
Previous Year	-	-	9.46	9.46
Interest Received:				
Current Year	-	-	5.34	5.34
Previous Year	-	-	-	-
Remuneration Paid:				
Current Year	159.31	93.50	-	252.81
Previous Year	182.12	104.12	-	286.24

(iii) Balances with related parties as at March 31, 2021 :

(₹ in lakhs)

	Key Management Personnel	Relatives of Key Mgt. Personnel	Others	Total
Outstanding Loan & Receivables				
Current Year	-	-	151.90	151.90
Previous Year	-	-	193.11	193.11
Other Liabilities				
Current Year	11.08	4.78	-	15.86
Previous Year	8.37	4.56	-	12.93

VIPIN KUMAR & COMPANY Chartered Accountants

32. CONTINGENT LIABILITIES AND COMMITMENTS

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
Contingent Liabilities		
1. Outstanding bank guarantees issued by the banks & counter guaranteed by the Group and other guarantees	3,489.65	3,294.39
2. Bills discounted with Banks	2,662.96	1,461.77
3. Disputed demand under Central Excise & Commercial Tax U.P.	118.11	30.90
Commitments		
i) Estimated amount of contracts remaining to be executed on Capital Account and not provided for	1,567.68	654.47

33. Additional Information

EARNING IN FOREIGN CURRENCY

(₹ in lakhs)

DESCRIPTION	Year ended on 31st March, 2021	Year ended on 31st March, 2020
FOB Value of Exports	45,832.96	42,492.36

34. SEGMENT INFORMATION

The Group is in the business of manufacturing and sale of steel products. Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker "CODM" of the Group. The CODM is responsible for allocating resources and assessing performance of the operating segments. The Group has monthly review and forecasting procedure in place and CODM reviews the operations of the Group as a whole, hence there are no reportable segments as per Ind AS 108 "Operating Segments"

a) Revenue from operations

The following information discloses revenue from external customers based on geographical areas :

(₹ in lakhs)

DESCRIPTION	As at 31.03.2021	As at 31.03.2020
- Within India	107,282.21	118,339.12
- Outside India	47,560.16	42,875.19
Total Revenue	**154,842.37**	**161,214.31**

b) Non-current operating assets

All non –current assets of the company are located in India.

35. Enterprises consolidated as subsidiary in accordance with Ind AS 110-Consolidated Financial Statements

Name of Enterprise	Country of Incorporation	Proportion of ownership interest
GLS Steel India Limited	India	100%
GLS Engineering India Limited	India	100%
GLS Metallics India Limited	India	100%

36.Disclosure of additional information pertaining to the Parent Company and Subsidiaries as per Schedule III of Companies Act, 2013

(₹ in lakhs)

Particulars	Goodluck India Limited	GLS Steel India Ltd.	GLS Engineering India Ltd.	GLS Metallics India Limited	Total
% of Consolidated Net Assets	100.00	0.00	0.00	0.00	100.00
Net Assets (Amt in lakhs)	38,343.38	0.21	0.23	0.12	38,343.94
% of Consolidated profit or loss	100.03	(0.01)	(0.01)	(0.01)	100.00
Profit or loss (Amt in lakhs)	3,005.45	(0.24)	(0.22)	(0.28)	3,004.71

37. Salient features of financial statements of subsidiaries as per Companies Act, 2013

(₹ in lakhs)

Particulars	GLS Steel India Ltd.	GLS Engineering India Limite	GLS Metallics India Limited
Reporting Currency	INR	INR	INR
Equity share capital	1.00	1.00	1.00
Other equity	(0.79)	(0.77)	(0.88)
Total assets	1.36	1.37	1.26
Total liabilities	1.14	1.14	1.15
Turnover	-	-	-
Profit (losses) before taxes	(0.24)	(0.22)	(0.28)
Provision for taxation	-	-	-
Profit (losses) after taxes	(0.24)	(0.22)	(0.28)
% of shareholding	100%	100%	100%

Name of the Subsidiaries which is yet to commence operations -

Name of the Company

1. GLS Steel India Limited
2. GLS Engineering India Limited
3. GLS Metallics India Limited

38. During the year, the Group has incurred an amount of ₹ 93.47 Lakhs. (Previsous year ₹ 58.87 Lakhs) towards Corporate Social responsibility expenditure.

39. In view of global nature of the pandemic Covid-19 and the uncertainty around its severity and duration of the impact, it is difficult to determine a potential impact on financial performance of the Group in near future.

The Group will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

40. The previous year figures have been regrouped / reclassified / rearranged, wherever necessary to confirm to the current year presentation.

As per our report of even date annexed hereto
For Vipin Kumar & Company
Chartered Accountants
Firm Registration No. 002123C

VIPIN KUMAR & COMPANY Chartered Accountants

(V.K. AGARWAL)
Prop.
M.No. 071279

On behalf of the Board of Directors
For Goodluck India Limited

(M.C. GARG)
Chairman
DIN NO. 00292437

(R.C.GARG)
Director
DIN NO. 00298129

(ABHISHEK AGRAWAL)
Company Secretary

(SANJAY BANSAL)
C.F.O.

Place : Ghaziabad
Date : 30th June 2021

DECLARATION

Our Company certifies that all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations and that all approvals and permissions required to carry on our Company's business have been obtained, are currently valid and have been complied with. The Company further certifies that all the statements in this Placement Document are true and correct.

For and on behalf of the Board, signed by:

Mahesh Chandra Guarg
Whole Time Director

Date: January 12, 2024
Place: Nehru Nagar

DECLARATION

We, the Board of Directors of our Company certify that:

(i) our Company has complied with the provisions of the Companies Act and the rules made thereunder;

(ii) the compliance with the Companies Act and the rules thereunder, does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and

(iii) the monies received under the Issue shall be used only for the purposes and objects indicated in the Drat Placement Document (which includes disclosures prescribed under Form PAS-4).

For and on behalf of the Board,

signed by:

Mahesh Chandra Guarg
Whole Time Director

Date: January 12, 2024
Place: Nehru Nagar

I am authorized by the Fundraising Committee of our Company, through resolution dated November 15, 2023 to sign this form and declare that all the requirements of Companies Act and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoter subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For and on behalf of the Board,

signed by:

Mahesh Chandra Guarg
Whole Time Director

Date: January 12, 2024
Place: Nehru Nagar

GOODLUCK INDIA LIMITED

Registered Office
509, Arunachal Building, Barakhamba Road,
Connaught Place, New Delhi, India, 110001
E-mail: cs@goodluckindia.com
Website: www.goodluckindia.com

Corporate Office
II-F, 166-167, Nehru Nagar, Ambedkar Road Ghaziabad-201001,
Ghaziabad-201001, Uttar Pradesh, India,

CIN: L74899DL1986PLC050910

COMPANY SECRETARY AND COMPLIANCE OFFICER

Abhishek Agrawal
II-F, 166-167, Nehru Nagar, Ambedkar Road
Ghaziabad-201001, Ghaziabad-201001, Uttar Pradesh, India,
Telephone: +91 9910496350/0120-4196600
E-mail: cs@goodluckindia.com

BOOK RUNNING LEAD MANAGER

Khambatta Securities Limited

806, 8th Floor, World Trade Tower,
Sector - 16, Noida-201301, Uttar Pradesh, India
Tel: 99539 89693, 012-04415469, 022-66413315
Email: ipo@khambattasecurities.com and Chandan@khambattasecurities.com

STATUTORY AUDITOR OF OUR COMPANY

Vipin Kumar & Company
2- Kamal Colony, Delhi Road
Saharanpur-247001, Uttar Pradesh India

LEGAL COUNSEL TO OUR COMPANY

Legacy Law Offices LLP

Legacy House, D 18, Kalkaji,
New Delhi-110019, India
Telephone: 011 41752507, 41752508
E-mail: anand@legacylawoffices.com
Website: www.legacylawoffices.com

SAMPLE APPLICATION FORM

An indicative format of the Application Form is set forth below:

<table>
<tr><td>GOODLUCK

(Incorporated in the Republic of India under the provisions of the Companies Act, 1956)
Registered Office: 509, Arunachal Building, Barakhamba Road, Connaught Place, Delhi-110001, India.
Tel: 011-22514254
Contact Person: Abhishek Agrawal, Company Secretary and Compliance Officer;
Tel.:
E-mail: cs@goodluckindia.com Website: https://www.goodluckindia.com/
Corporate Identity Number: L74899DL1986PLC050910
ISIN: INE127I01024</td><td>APPLICATION FORM

Name of Bidder: ____________________________________

Form No: ____________________________________

Date: ____________________</td></tr>
</table>

QUALIFIED INSTITUTIONS PLACEMENT OF [●] EQUITY SHARES OF FACE VALUE ₹ 2 EACH (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE ("ISSUE PRICE") AGGREGATING TO APPROXIMATELY ₹ 20,000.00 LAKHS UNDERTAKEN IN ACCORDANCE WITH CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND IN RELIANCE UPON SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED (THE "COMPANIES ACT"), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES"), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND THE RULES MADE THEREUNDER BY GOODLUCK INDIA LIMITED (THE "COMPANY") (HEREINAFTER REFERRED TO AS THE "ISSUE"). THE APPLICABLE FLOOR PRICE OF THE EQUITY SHARES IS ₹ 989.40/- PER SHARE AND OUR COMPANY MAY OFFER A DISCOUNT OF UP TO 5% ON THE FLOOR PRICE, AS APPROVED BY THE SHAREHOLDERS.

Only Qualified Institutional Buyers ("QIBs") as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and which (i) are not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; or (b) which are not prohibited or debarred by any regulatory authority for buying or selling or dealing in securities or restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws, including foreign exchange related laws; (c) hold a valid and existing registration under the applicable laws in India (as applicable); and (d) are eligible to invest in the Issue and submit this Application Form, and (ii) are residents in India or Eligible FPIs (as defined herein below) participating through Schedule II of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("FEMA Rules"), defined hereinafter or a multilateral or bilateral development financial institution eligible to invest in India under applicable law including the FEMA Rules; can submit this Application Form. The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended ("U.S. Securities Act") or the securities laws of any state of 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 U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in "offshore transactions" as defined in, and in reliance on, Regulation S under the U.S. Securities Act ("Regulation S") and the applicable laws of the jurisdictions where those offers and sales are made. You should note and observe the selling and transfer restrictions contained in the sections entitled "Selling Restrictions" and "Purchaser Representations and Transfer Restrictions" on pages 236, respectively, in the accompanying Placement Document dated January 12, 2024 (the "PPD").

ELIGIBLE NON-RESIDENT QIBs CAN PARTICIPATE IN THE ISSUE IN COMPLIANCE WITH THE FOREIGN EXCHANGE MANAGEMENT (NON-DEBT INSTRUMENTS) RULES, 2019, ("FEMA RULES"). ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE IN THIS ISSUE, THROUGH PORTFOLIO INVESTMENT SCHEME AND SCHEDULE II OF THE FEMA RULES, SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF ELIGIBLE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. PURSUANT TO PRESS NOTE NO. 3 (2020 SERIES), DATED APRIL 17, 2020, ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA, AND RULE 6 OF THE FEMA RULES, INVESTMENTS BY AN ENTITY OF A COUNTRY WHICH SHARES LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE, AS PRESCRIBED UNDER THE FEMA RULES. ALLOTMENTS MADE TO AIFS AND VCFs IN THE ISSUE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY, INCLUDING THE FEMA RULES. OTHER ELIGIBLE NON-RESIDENT QIBS SHALL PARTICIPATE IN THE ISSUE UNDER SCHEDULE I OF FEMA RULES. FVCIs ARE NOT PERMITTED TO PARTICIPATE IN THE ISSUE.

<table>
<tr><th colspan="4">STATUS (Please ✓)</th></tr>
<tr><td>FI</td><td>Scheduled Commercial Banks and Financial Institutions</td><td>AIF</td><td>Alternative Investment Fund*</td></tr>
<tr><td>MF</td><td>Mutual Funds</td><td>IF</td><td>Insurance Funds</td></tr>
<tr><td>FPI</td><td>Foreign Portfolio Investors**</td><td>NIF</td><td>National Investment Fund</td></tr>
<tr><td>VCF</td><td>Venture Capital Funds</td><td>SI-NBFC</td><td>Systemically Important Non-Banking Financial Companies</td></tr>
<tr><td>IC</td><td>Insurance Companies</td><td>OTH</td><td>Others
____
(Please specify)</td></tr>
<tr><td colspan="4">Total shares currently held by QIB or QIBs belonging to the same group or those who are under common control. For details of what constitutes "same group" or "common control", see "Application Form" under Issue Procedure section of the PPD.</td></tr>
<tr><td colspan="4">*Sponsor and Manager should be Indian owned and controlled.
**Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, other than individuals, corporate bodies and family offices who are not allowed to participate in the Issue.</td></tr>
</table>

To,

The Board of Directors
GOODLUCK INDIA LIMITED
Registered Office: 509, Arunachal Building,
Barakhamba Road, Connaught Place, Delhi, 110001

Dear Sirs,

On the basis of the serially numbered PPD of the Company and subject to the terms and conditions contained therein, and in this Application Form, we hereby submit our Application Form for the Allotment of the Equity Shares in the Issue, at the terms and price indicated below. We confirm that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the PPD and this Application Form. We confirm that we are an Eligible QIB as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and are not: (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; and (b) restricted from participating in the Issue under the applicable laws, including SEBI ICDR Regulations. We are not a Promoter of the Company (as defined in the SEBI ICDR Regulations), or any person related to the Promoters of the Company, directly or indirectly and this Application Form does not directly or indirectly represent the Promoters or Promoter Group or persons related to the Promoter. Further, we confirm that we do not have any right under a shareholders' agreement or voting agreement entered into with Promoters or persons related to Promoters of the Company, veto rights or right to appoint any nominee director on the board of directors of the Company. We confirm that we are either a QIB which is resident in India, or an Eligible FPI, participating through Schedule II of the FEMA Rules or a multilateral or bilateral development financial institution eligible to invest in India under applicable law. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020. We confirm that we are neither an AIF or VCF whose sponsor and manager is not Indian owned and controlled in terms of the FEMA Rules, nor an FVCI. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant approvals for applying in the Issue.

We confirm that the Bid size / aggregate number of the Equity Shares applied for by us, and which may be Allocated to us thereon will not exceed the relevant regulatory or approved limits and further confirm that our Bid will not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the **"Takeover Regulations"**). We confirm that, in relation to our application, each foreign portfolio investor (**"FPI"**) as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended (other than individuals, corporate bodies and family offices), and including persons who have been registered under these regulations (such FPIs, **"Eligible FPIs"**), have submitted a separate Application Form, and asset management companies of mutual funds have specified the details of each scheme for which the application is being made along with the Bid Amount and number of shares to be Allotted under each scheme. We undertake that we will sign all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We note that the Company is entitled, in consultation with 'Khambatta Securities Limited' (the **"BRLM"**), in its sole discretion, to accept or reject this Application Form without assigning any reason thereof.

We hereby agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD, Placement Document and the CAN, when issued and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below, subject to receipt of Application Form and the Bid Amount towards the Equity Shares that may be allocated to us. The amount payable by us as Bid Amount for the Equity Shares applied for has been/ will be remitted to the designated bank account set out in this Application Form through electronic mode, along with this Application Form prior to the Bid/ Issue Closing Date and such Bid Amount has been/ will be transferred from a bank account maintained in our name. We acknowledge and agree that we shall not make any payment in cash or cheque. We are aware that (i) Allocation and Allotment in the Issue shall be at the sole discretion of the Company, in consultation with the BRLM; and (ii) in the event that Equity Shares that we have applied for are not Allotted to us in full or at all, and/ or the Bid Amount is in excess of the amount equivalent to the product of the Equity Shares that will be Allocated to us and the Issue Price, or the Company is unable to issue and Allot the Equity Shares offered in the Issue or if there is a cancellation of the Issue, or in case of rejection of Bids or non-allocation of Equity Shares or the listing of the Equity Shares does not occur in the manner described in the PPD, the Placement Document, the SEBI ICDR Regulations and other applicable laws, the Bid Amount or a portion thereof, as applicable, will be refunded to the same bank account from which the Bid Amount was paid by us. Further, we agree to comply with the rules and regulations that are applicable to us, including in relation to the lock-in and transferability requirements. In this regard, we authorize the Company to issue instructions to the depositories for such lock-in and transferability requirements, as may be applicable to us.

We acknowledge and agree that (i) our names, addresses, nationalities, contact details, email IDs, PAN, bank account details and the number of Equity Shares Allotted, along with other relevant information as may be required, will be recorded by the Company in the format prescribed in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allocated to us in the Issue, we are aware pursuant to the requirements under Form PAS-4 of the PAS Rules that our names (as proposed Allottees) and the percentage of our post-Issue shareholding in the Company will be disclosed in the Placement Document, and we are further aware that disclosure of such details in relation to us in the Placement Document will not guarantee allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLM; and (iii) in the event that Equity Shares are Allotted to us in the Issue, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, NCT of Delhi (the **"RoC"**) as required in terms of the PAS Rules. Further, we are aware and agree that if we, together with any other QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in the Issue, the Company shall be required to disclose our name, along with the names of such other Allottees and the number of Equity Shares Allotted to us and to such other Allottees, on the websites of BSE Limited and the National Stock Exchange of India Limited (the **"Stock Exchanges"**) and we consent to such disclosures. In addition, we confirm that we are eligible to invest in Equity Shares under the SEBI ICDR Regulations, circulars issued by the Reserve Bank of India (**"RBI"**) and other applicable laws.

By signing and submitting this Application Form, we hereby confirm and agree that the representations, warranties, acknowledgements and agreements as provided in the sections entitled "Notice to Investors", "Representations by Investors", "Issue Procedure", "Selling Restrictions" and "Transfer Restrictions" of the PPD and the terms, conditions and agreements mentioned herein are true and correct and acknowledge and agree that these representations and warranties are given by us for the benefit of the Company and the BRLM, each of whom is entitled to rely on, and is relying on, these representations and warranties in consummating the Issue.

By submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided with a serially numbered copy of the PPD along with the Application Form, have read it in its entirety including in particular, the section entitled "Risk Factors" therein and we have relied only on the information contained in the PPD and not on any other information obtained by us either from the Company, the BRLM or from any other source, including publicly available information; (2) we will abide by the PPD and the Placement Document, this Application Form, the confirmation of allocation note ("CAN"), when issued, and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Issue, we shall not sell such Equity Shares otherwise than on the floor of a recognised stock exchange in India for a period of one year from the date of Allotment; (4) we will not have the right to withdraw our Bid or revise our Bid downwards after the Bid/ Issue Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchange; (6) Equity Shares shall be Allocated and Allotted at the discretion of the Company, in consultation with the BRLM, and the submission of this Application Form and payment of the corresponding Bid Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose names and percentage of our post-Issue shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLM; (8) the number of Equity Shares Allotted to us pursuant to the Issue, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50% of the Issue and we shall provide all necessary information in this regard to the Company and the BRLM; and (9) if we are participating in the Issue as an Eligible FPI, we are not an individual, corporate body, or family office. For the purposes of this representation: The expression 'belong to the same group' shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations, i.e., entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, among the Eligible QIBs, its subsidiary or holding company and any other QIB; and 'control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the Takeover Regulations; (9) We agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD and the Placement Document, this Application Form, the CAN upon its issuance and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below.

By signing and submitting this Application Form, we further represent, warrant and agree that we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares. No action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction. We satisfy any and all relevant suitability standards for investors in Equity Shares, have the ability to bear the economic risk of our investment in the Equity Shares, have adequate means of providing for our current and contingent needs, have no need for liquidity with respect to our investment in Equity Shares and are able to sustain a complete loss of our investment in the Equity Shares. We acknowledge that once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account (as detailed below), such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid/Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB.

We acknowledge that the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. **By signing this Application Form and checking the applicable box above, we hereby represent that we are located outside the United States (as defined under Regulation S) and are purchasing Equity Shares in an "offshore transaction" as defined in, and in reliance on Regulation S and the applicable laws of the jurisdictions where those offers and sales are made.** We confirm that we have read and agree with the representations, warranties and agreements contained in the sections entitled "Selling Restrictions" and "Purchaser Representations and Transfer Restrictions" of the PPD.

BIDDER DETAILS (in Block Letters)			
NAME OF BIDDER*			
NATIONALITY			
REGISTERED ADDRESS			
CITY AND CODE			
COUNTRY			
TELEPHONE NO.		**FAX. NO.**	
EMAIL ID			
LEI			
FOR ELIGIBLE FPIs**	**SEBI FPI Registration Number:**	**For AIFs***/ MFs/ VCFs***/ SI-NBFCs/ ICs/ IFs**	**SEBI AIF / MF/ VCF Registration Number / RBI Registrations details for SI-NBFCs / IRDAI Registration details for ICs**

**Name should exactly match with the name in which the beneficiary account is held. Bid Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund Bidders are requested to provide details of the Bids made by each scheme of the Mutual Fund. Each Eligible FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the depository records would render the application invalid and liable to be rejected at the sole discretion of the Company and the BRLM.*
***In case you are an FPI holding a valid certificate of registration and eligible to invest in the Issue, please mention your SEBI FPI Registration Number.*
****Allotments made to AIFs and VCFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. AIFs and VCFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.*

We are aware that the number of Equity Shares in the Company held by us, together with the number of Equity Shares, if any, allocated to us in the Issue will be aggregated to disclose the percentage of our post-Issue shareholding in the Company in the Placement Document in line with the requirements under Form PAS-4 of the PAS Rules. For such information, the BRLM will rely on the information provided by the Registrar for obtaining details of our shareholding and we consent and authorize such disclosure in the Placement Document.

ESCROW ACCOUNT - BANK ACCOUNT DETAILS FOR PAYMENT OF AMOUNT THROUGH ELECTRONIC FUND TRANSFER REMITTANCE BY WAY OF ELECTRONIC FUND TRANSFER	
BY 3.00 P.M. (IST), January 17, 2024	
Name of the Account	GOODLUCK INDIA LIMITED-QIP-ESCROW ACCOUNT
Name of the Bank	IDFC First Bank Limited
Address of the Branch of the Bank	2nd Floor, Express Building, 9-10 Bahadur Shah Zafar Marg, New Delhi-110002
Account Type	Escrow Account
Account Number	10500004332
IFSC	IDFB0020101
Tel No.	002249850012/0022/0016
E-mail	escrow.services@idfcfirstbank.com

The Bid Amount should be transferred pursuant to the Application Form. All payments must be made only by way of electronic funds transfer, in favour of "GOODLUCK INDIA LIMITED-QIP-ESCROW ACCOUNT". Payment of the entire Bid Amount should be made along with the Application Form on or before the closure of the Bid/ Issue Period, i.e., prior to the Bid/ Issue Closing Date. **The payment for subscription to the Equity Shares Allotted in the Issue shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in the Application Form.**

DEPOSITORY ACCOUNT DETAILS		
Depository Name (Please ✓)	National Security Depository Limited	Central Depository Services (India) Limited
Depository Participant Name		
DP – ID		
Beneficiary Account Number		(16-digit beneficiary account. No. to be mentioned above)
The Demographic details like address, bank account details etc., will be obtained from the Depositories as per the beneficiary account given above. **However, for the purpose of refund, if any, only the bank details as mentioned below, from which remittance towards subscription has been made, will be considered.**		

The Bidders are responsible for the accuracy of the bank account details mentioned below and acknowledge that the successful processing of refunds if, any, shall be dependent on the accuracy of the bank account details provided by them. The Company and the BRLM shall not be liable in any manner for refunds that are not processed due to incorrect bank account details.

RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE)			
Bank Account Number		IFSC Code	
Bank Name		Bank Branch Address	
NO. OF EQUITY SHARES BID		**PRICE PER EQUITY SHARE (RUPEES)**	
(In figures)	(In words)	(In figures)	(In words)
BID AMOUNT (RUPEES)			
(In figures)		(In words)	

DETAILS OF CONTACT PERSON			
NAME			
ADDRESS			
TEL. NO.		**FAX NO.**	
EMAIL			

OTHER DETAILS	ENCLOSURES ATTACHED

PAN*	
Date of Application	
Signature of Authorised Signatory (may be signed either physically or digitally)**	

Attested/ certified true copy of the following:

- Copy of PAN Card or PAN allotment letter;
- Copy of FPI Registration Certificate /MF Registration certificate / SEBI certificate of registration for AIFs/VCF/SI-NBFC/IC/IF;
- Certified copy of the certificate of registration issued by the RBI as an SI-NBFC/ a Scheduled Commercial Bank;
- Copy of notification as a public financial institution;
- FIR;
- Copy of IRDAI registration certificate;
- Intimation of being part of the same group;
- Certified true copy of Power of Attorney;
- Other, please specify.

**It is to be specifically noted that the Bidder should not submit the GIR Number or any other identification number instead of the PAN as the applications are liable to be rejected on this ground, unless the Bidder is exempted from the requirement of obtaining a PAN number under the Income-tax Act, 1961.*
***A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practical.*

Note:

(1) Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the PPD, unless specifically defined herein.

(2) The Application Form is liable to be rejected if any information provided is incomplete or inadequate at the discretion of the Company in consultation with the BRLM.

(3) This Application Form, the PPD and the Placement Document sent to you/ be sent to you, either in physical form or both, are specific to you and you may not distribute or forward the same and are subject to disclaimer and restrictions contained in or accompanying these documents.

(4) The duly filed Application Form along with all enclosures shall be submitted to the BRLM either through electronic form at the email mentioned in the PPD or through physical delivery at the address mentioned in PPD.