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BASIS FOR OFFER PRICE

Particulars	Fiscal 2022 (₹ in Millions)		
	IFEL	ACE	ESCORTS
Revenue from Operations	3,520.84	16,295.75	72,384.30
EBIDTA	520.69	1,664.60	9,511.90
EBIDTA Margin (%)	14.79%	10.21%	13.14%
Restated profit for the period / year	137.19	1,049.98	7,356.10
Restated profit for the period / year Margin (%)	3.90%	6.44%	10.16%
Return on Equity ("RoE") (%)	5.12%	16.44%	11.65%
Return on Capital Employed ("RoCE") (%)	7.96%	19.49%	13.58%
Net Debt / EBITDA Ratio	5.24	0.01	-

***Action Construction Equipment Limited ("ACE"):** ACE is in the business of manufacturing Cranes and our product "Pick and Carry" cranes is one of many other type of cranes being sold by ACE. Further ACE is also in the business of tractors which is similar to our product line. Cranes and Tractors form over 80% of their total sales. In addition, ACE is also in the business of other construction machinery however the same is less than 20% of their total sales.

****Escorts Kubota Limited ("ESCORTS"):** ESCORTS is in the business of manufacturing Tractors and Cranes. These products make up more than 75% of their total sales and the same are similar line as our product lines. In addition, Escorts also manufactures construction equipment and railway equipment, however these lines do not exceed more than 25% of their total sales.

8) Past Transfer(s) / Allotment(s)

a. There has been no issuance of Equity Shares or convertible securities, (excluding the shares issued under issuance of bonus shares), during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions.

b. There have been no secondary sales / acquisitions of Equity Shares or any convertible securities, excluding the shares acquired / sold via gift deed, (where promoter / promoter group entities or shareholder(s) having the right to nominate director(s) in the Board of the Issuer Company are a party to the transaction) equivalent to or exceeding 5% of the fully diluted paid-up share capital of the Company(calculated based on the pre-Offer capital before such transaction(s)), whether in a single transaction or a group of transactions during the 18 months preceding the date of the Red Herring Prospectus.

c. Price per share based on the last five primary or secondary transactions

We had not undertaken any primary / new issuance of Equity Shares or any convertible securities during the period of preceding three years from the date of the Red Herring Prospectus except for issuance of equity shares on bonus issue and the Pre-IPO Placement as disclosed in the section entitled "Capital Structure" on page no. 77 of the Red Herring Prospectus. Details of last five primary transactions (excluding Bonus Issue) during the period of preceding 3 years from the date of the Red Herring Prospectus are as given below:

Date of Allotment	Name of the Allottees	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons for allotment
April 16, 2024	Hathor Corporate Advisors LLP	300,000	10/-	185/-	Pre-IPO (Private Placement)
	Own Infracon Pvt. Ltd.	150,000			
	Garishma Daga	150,000			
April 30, 2024	Nabs Vridhdhi LLP	250,000			
May 24, 2024	Finavenue Growth Fund	211,800			
	Niveshaay Hedgehogs LLP	225,000			
	Arun Goel	106,000			
	Udit Sehgal	106,000			

Date of Allotment	Name of the Allottees	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons for allotment
May 24, 2024	Adhiraj Swarup Agarwal	106,000	10/-	185/-	Pre-IPO (Private Placement)
	VM Finserve and Asset Management	106,000			
	Tatvam Trade	81,000			
	Mohd Jazib Khan	54,100			
May 29, 2024	Udit Sehgal	54,100			
Total		1,900,000			

Further there have been no secondary sales / acquisitions of Equity Shares or any convertible securities (where promoter / promoter group entities or shareholder(s) selling shares through offer for sale in IPO or shareholder(s) having the right to nominate director(s) in the Board of the Issuer Company are a party to the transaction) during the period of preceding 3 years from the date of the Red Herring Prospectus.

Weighted average cost of acquisition ("WACA"), IPO Floor Price and Cap Price

Floor Price and Cap Price vis-a-vis Weighted Average Cost of Acquisition ("WACA") based on primary issuances / secondary transactions during the last three years are as given below:

Past Transactions	WACA	IPO Floor Price – ₹ 204	IPO Cap Price – ₹ 215
WACA of Primary issuance*	₹ 185/-	1.10 times	1.16 times
WACA of Secondary transactions	Nil	NA	NA

*Excluding the shares issued under issuance of bonus shares

9) Peer Group Comparison of Accounting Ratios:

Name of the company	CMP	EPS	PE	RONW (%)	EV/EBIDTA	NAV per share (₹)	Face Value (₹)
Indo Farm Equipment Limited	●*	4.15	●*	4.92%	●	84.43	10.00
Peer Group **							
Escorts Kubota Limited	3,555.20	92.64	36.79	11.44%	34.19	830.43	10.00
Action Construction Equipment Limited	1,306.80	27.56	47.42	30.78%	24.68	103.28	2.00

* Offer Price per Equity Share will be determined on conclusion of the Book Building Process

**Source: www.bseindia.com.

Notes:

(i) The figures of Indo Farm Equipment Limited are based on restated financial statements for the year ended March 31, 2024.

(ii) Current Market Price (CMP) is the closing price of peer group scripts as on November 29, 2024.

(iii) The figures for the peer group are based on the Consolidated Audited Financials for the year ended March 31, 2024.

(iv) EV (Enterprise Value) has been calculated as Market Capitalization (+) Debt (-) Cash & Cash Equivalents.

10) The Company in consultation with the Lead Manager believes that the Issue price of ₹ [●] per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the Risk Factors and Financials of the Company including important profitability and return ratios, as set out in the Financial Statements included in this Red Herring Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹ 10 per share and the Issue Price is [●] times of the face value i.e. ₹ [●] per share.

FOR FURTHER DETAILS, SEE "BASIS FOR OFFER PRICE" ON PAGE 105 OF THE RHP.

ASBA# Simple, Safe, Smart way of Application!!!

*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.

Mandatory in public issues. No cheque will be accepted.



UPI-Now available in ASBA for all individual investors applying in public issues where the application amount is up to ₹ 5,00,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. Retail Individual Investors and Non-Institutional Investors also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CDDT notification dated February 13, 2020 and press release dated June 25, 2021.

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Investors in the Retail Portion and Non-Institutional Investors with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" on page 423 of the Red Herring Prospectus. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and together with BSE, the "Stock Exchanges") and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=43, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. RIBs Bidding using the UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. ICICI Bank has been appointed as Sponsor Bank for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For issue related queries, please contact the BRLM on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail id: ipo.upi@npci.org.in.

EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE. THE COMPANY HAS UNDERTAKEN PRE-IPO PLACEMENT OF 1,900,000 EQUITY SHARES AT A PRICE OF ₹ 185/- PER SHARE.

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least 3 (three) additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 (ten) Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of 1 (one) Working Day, subject to the Bid/ Offer Period not exceeding 10 (ten) Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of price band, the Bid lot shall remain the same.

This Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). The Offer is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. This Issue is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs" and such portion the "QIB Portion"), provided that our Company in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹ 200,000 and up to ₹ 1,000,000 and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹ 1,000,000 provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations subject to valid Bids being received at or above the Issue Price. All Potential Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) and UPI ID in case of UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or by the Sponsor Banks under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Offer Procedure" on page 423 of the Red Herring Prospectus.

Bidders / Applicants should ensure that DP ID, PAN, Client ID and UPI ID (for RIBs bidding through the UPI mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Investors/ Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Investors/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for RIBs bidding through the UPI mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Issue. Investors/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Investors' /Applicants' sole risk. Investors must ensure that their PAN is linked with Aadhaar and are in compliance

with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021 and CDDT Circular No.7 of 2022 dated March 30, 2022 read with press release dated March 28, 2023.

Contents of the Memorandum of Association of the Company as regards its objects: For information on the main objects of the Company, please see the section "History and Certain Corporate Matters" on page 200 of the RHP. The Memorandum of Association of the Company is a material document for inspection in relation to the Issue. For further details, please see the section titled "Material Contracts and Documents for Inspection" on page 460 of the RHP.

Liability of the members of the Company: Limited by shares

Amount of share capital of the Company and Capital structure: As on the date of the RHP, the authorised share capital of the Company is ₹ 500 million divided into 50 million Equity Shares of face value ₹ 10 each. The issued, subscribed and paid-up share capital of the Company is ₹ 394.51 million divided into 39.45 million Equity Shares of face value ₹ 10 each. For details, please see the section titled "Capital Structure" on page 77 of the RHP.

Names of signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them: The names of the signatories of the Memorandum of Association of our Company are Ranbir Singh Khadwalia, Sat Parkash Mittal and Sunita Saini. For details of the share capital history and capital structure of our Company, please see the section titled "Capital Structure" beginning on page 77 of the RHP.

Listing: The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received an "in-principle" approval from BSE and NSE for the listing of the Equity Shares pursuant to letters dated December 18, 2023 and December 19, 2023, respectively. For the purposes of the Offer, BSE shall be the Designated Stock Exchange.

A signed copy of the Red Herring Prospectus has been filed and the Prospectus shall be delivered to the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 460 of the RHP.

Disclaimer Clause of Securities and Exchange Board of India ("SEBI"): SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. The investors are advised to refer to page 405 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of BSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Red Herring Prospectus has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Red Herring Prospectus. The investors are advised to refer to page 407 of the RHP for the full text of the disclaimer clause of BSE.

Disclaimer Clause of NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 407 of the RHP for the full text of the disclaimer clause of NSE.

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

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
 ARYAMAN FINANCIAL SERVICES LIMITED 60, Khatau Building, Ground Floor, Akshay Dinesh Modi Marg, Fort, Mumbai – 400 001. Telephone: 022 – 6216 6999; E-mail: ipo@afsl.co.in Investors Grievance E-mail: feedback@afsl.co.in; Website: www.afsl.co.in Contact Person: Deepak Biyani / Vatsal Ganatra SEBI Registration Number: INM000011344	 MAS Services Limited T-34 2nd Floor, Okhla Industrial Area Phase II, New Delhi 110020, India. Tel: 011-26387281-83, 011-41320335 Email: ipo@massserv.com; Website: www.massserv.com Contact Person: N.C. Pal; SEBI Registration No.: INR000000049	INDO FARM EQUIPMENT LIMITED SCO 859 N.A.C Manimajra Kalka Road, Chandigarh-160101, India. Tel No.: 0172 – 2730060; Email: compliance@indofarm.in Website: www.indofarm.in Contact Person: Navpreet Kaur Investors can contact the Compliance Officer or the Registrar to the Offer in case of any Pre-Offer or Post-Offer related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account, etc.

AVAILABILITY OF THE RED HERRING PROSPECTUS: Investors are advised to refer to the RHP and the "Risk Factors" beginning on page 27 of the Red Herring Prospectus, before applying in the Offer. A copy of the Red Herring Prospectus shall be available on website of SEBI at www.sebi.gov.in and is available on the websites of the BRLM, i.e. Aryaman Financial Services Limited at www.afsl.co.in and on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively.

AVAILABILITY OF BID CUM APPLICATION FORMS: Bid cum Application Forms can be obtained from the Registered Office of the Company Indo Farm Equipment Limited, Tel: 0172 – 2730060; the BRLM: Aryaman Financial Services Limited, Tel: +91 – 22 – 6216 6999, Syndicate Members: Aryaman Financial Services Limited, Tel: +91 – 22 – 6216 6999 and at the select locations of the Sub-syndicate Members (as given below), SCSBs, Registered Brokers, RTAs and CDPs participating in the Offer. ASBA Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

Syndicate members: Aryaman Financial Services Limited.

Sub-syndicate Members: Axis Capital Limited, ICICI Financials Services Ltd, J M Financials Services Limited, Kotak Securities Limited, Zerodha Broking Limited and Others

Escrow Collection Bank, Refund Bank, and Public Issue Bank: ICICI Bank

Sponsor Bank: ICICI Bank

All capitalized terms used and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus.

For Indo Farm Equipment Limited

On behalf of the Board of Directors

Sd/-

Navpreet Kaur

Company Secretary and Compliance Officer

Place: Chandigarh

Date: December 23, 2024

INDO FARM EQUIPMENT LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its equity shares ("Offer") and has filed a Red Herring Prospectus ("RHP") with the Registrar of Companies, Chandigarh ("RoC"). The RHP is available on the website of the SEBI at www.sebi.gov.in, the website of the BSE Limited at www.bseindia.com and the website of the National Stock Exchange of India Limited at www.nseindia.com and the websites of the Book Running Lead Manager to the Offer, Aryaman Financial Services Limited at www.afsl.co.in. All potential investors should note that investment in equity shares involves a high degree of risk. For details, potential investors should refer to the Prospectus which may be filed with the RoC in the future, including the section titled "Risk Factors". Potential investors should not rely on the DRHP filed with the SEBI in making any investment decision. Potential investor should read the Red Herring Prospectus carefully, including the Risk Factors on page 27 of the Red Herring Prospectus before making any investment decision.

The Equity Shares offered in this offer have not been and will not be registered under the U.S. Securities Act of 1933 ("Securities Act") and may not be offered or sold within the United States (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. There will be no offering of securities in the United States.

