



AZAD ENGINEERING LIMITED

Our Company was originally incorporated as 'Azad Engineering Private Limited' at Hyderabad, Telangana, as a private limited company under the Companies Act, 1956, pursuant to the certificate of incorporation dated September 14, 1983, issued by Registrar of Company, Telangana at Hyderabad ("RoC"). Subsequently, the name of our Company was changed to 'Azad Engineering Limited' pursuant to the conversion of our Company from a private limited company to a public limited company and a fresh certificate of incorporation dated September 5, 2023, was issued by the RoC. For details in relation to the changes in the name and registered office of our Company, see "History and Certain Corporate Matters" beginning on page 235 of the Prospectus (as defined herein below).
Registered and Corporate Office: 90/C, 90/D, Phase-1, I.D.A. Jeedimetla, Hyderabad - 500 055, Telangana, India. **Contact Person:** Ful Kumar Gautam, Company Secretary and Compliance Officer, **E-mail:** cs@azad.in; **Website:** www.azad.in; **Telephone:** +91 40 2309 7007; **Corporate Identity Number:** U74210TG1983PLC004132



(Please scan this QR code to view the Prospectus)

THE PROMOTER OF OUR COMPANY IS RAKESH CHOPDAR

Our Company has filed the Prospectus dated December 23, 2023 with the RoC (the "Prospectus") and the Equity Shares (as defined below) are proposed to be listed on the Main Board platform of National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and the trading is expected to commence on December 28, 2023.

BASIS OF ALLOTMENT

INITIAL PUBLIC OFFER OF 14,122,108 EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY SHARES") OF AZAD ENGINEERING LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹524 PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹522 PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹7,400.00 MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF 4,580,151 EQUITY SHARES AGGREGATING UP TO ₹2,400.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF 9,541,957 EQUITY SHARES AGGREGATING UP TO ₹5,000.00 MILLION (THE "OFFER FOR SALE"), COMPRISING OF 3,911,545 EQUITY SHARES AGGREGATING UP TO ₹2,049.65 MILLION BY RAKESH CHOPDAR, 4,978,062 EQUITY SHARES AGGREGATING UP TO ₹2,608.51 MILLION BY PIRAMAL STRUCTURED CREDIT OPPORTUNITIES FUND AND 652,350 EQUITY SHARES AGGREGATING UP TO ₹341.84 MILLION BY DMI FINANCE PRIVATE LIMITED (COLLECTIVELY THE "SELLING SHAREHOLDERS") (SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES").

THE OFFER INCLUDED A RESERVATION OF UP TO 76,335 EQUITY SHARES, AGGREGATING UP TO ₹40.00 MILLION (CONSTITUTING 0.13% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER CONSTITUTE 23.89% AND 23.76%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

ANCHOR INVESTOR OFFER PRICE: ₹ 524 PER EQUITY SHARE OF FACE VALUE OF ₹ 2 EACH
OFFER PRICE: ₹ 524 PER EQUITY SHARE OF FACE VALUE OF ₹ 2 EACH
THE OFFER PRICE IS 262 TIMES THE FACE VALUE OF THE EQUITY SHARES.

RISKS TO INVESTORS

- Negative Cash Flows:** We have had negative cash flows in the past and our net cash used in operating activities for the six months ended September 30, 2023 and Fiscal 2023 i.e. ₹(85.85) million and ₹(102.09) million, respectively.
- Customer Concentration Risk:** We are dependent on certain of our key customers. The total revenue from top five customers as percent of revenue from operations for the six months period ended September 30, 2023, and Fiscals 2023, 2022 and 2021 is 60.84%, 63.11%, 54.82% and 59.90%, respectively.
- Sector Concentration Risk:** Our orders are concentrated from purchase orders from the Energy sector. Our revenue from operations from purchase orders from the Energy sector as a % of the revenue from operations of the Company is 88.75%, 87.03%, 84.88% and 90.08%, respectively.
- Supplier Concentration Risk:** We are dependent on third party suppliers, including overseas suppliers. The total expenses of raw material procured from the top 5 suppliers as percent of total expenses for the six months period ended September 30, 2023, and Fiscals 2023, 2022 and 2021 is 83.21%, 66.81%, 61.39% and 63.23%, respectively.
- Import of Raw Material Risk:** We currently import some of our raw materials, plant, machinery and components from various countries including Taiwan, Italy, Germany, United States of America and Austria. Taiwan accounted for 64.98%, 32.29%, 30.61% and 53.19% of the total cost of raw materials sourced by our Company in the six months period ended September 30, 2023 and in Fiscal 2023, 2022 and 2021, respectively. Supply chain disruptions, changes in government policies and trade agreements, and increasing rates of inflation and foreign exchange fluctuations, would affect our results of operations, financial condition, cash flows and future prospects.
- Foreign Exchange Risk:** Our revenue from operations from outside India, constituted 89.69%, 80.38%, 78.07% and 82.08% of our revenue from operations in six months ended September 30, 2023 and Fiscals 2023, 2022 and 2021, respectively. Depreciation of the Indian Rupee against foreign currencies may adversely affect our results of operations.
- Concentration of Manufacturing Facilities Risk:** We derive the entire portion of our revenue from operations from our four manufacturing facilities located at Hyderabad, Telangana. Any disruptions, breakdown or shutdown of our Hyderabad facilities, could adversely affect our business, results of operations, financial condition, cash flows and future prospects.
- Trade Receivables Risk:** We are exposed to the risk of the uncertainty regarding the receipt of the outstanding amounts. For six months period ended September 30, 2023 and the Financial Years ended March 31, 2023, 2022 and 2021, our trade receivables, were ₹1,333.57 million, ₹1,186.63 million, ₹746.31 million and ₹525.75 million, respectively.
- Contract Risk:** The contracts/ purchase orders may not be indicative of our future growth rate or new business orders we will receive in the future. Cancellation of existing purchase orders and right shifting (the postponement of current purchase orders to subsequent quarters) of future orders could adversely affect our business, results of operations, financial condition, cash flows and future prospects.
- Non-ownership of Property Risk:** Some of our manufacturing facilities and offices including our Registered and Corporate Office are located on land parcels that are not owned by us and are held by us on a leasehold basis. In the event that we lose such rights or are required to renegotiate arrangements for such rights, our business and financial results could be materially and adversely affected.
- Capacity Expansion Risk:** Our inability to successfully implement any future capacity expansion plans and an inability to effectively utilize our expanded manufacturing capacities or any under-utilization of our manufacturing capacities could have an adverse effect on our business.
- The Offer Price, Offer Price to Total Income multiple and price to earnings ratio based on the Offer Price of our Company may not be indicative of the market price of the Company on listing or thereafter.

Particulars	Ratio vis-à-vis Floor Price (i.e. ₹499)	Ratio vis-à-vis Cap Price (i.e. ₹524)
	(In multiples, unless otherwise specified)	
Offer Price to Total Income [#]	10.41	10.93
Price to Earnings Ratio ^{**}	278.77	292.74
Price to Earnings Ratio of Nifty 50 index as on December 12, 2023	22.34	

[#]Total income is provided for Fiscal 2023.

^{**} P/E Ratio has been computed based on the floor price or cap price, as applicable, divided by the diluted EPS for the Fiscal 2023.

- The average cost of acquisition of Equity Shares held by the Selling Shareholders ranges from ₹0.34 to ₹321.41 per Equity Share, and the Offer Price at upper end of the Price Band is ₹524.
- Weighted Average Return on Net Worth for Fiscals 2023, 2022 & 2021 is 12.68%.
- Our Company will not receive any proceeds from the Offer for Sale.
- The Weighted Average Cost of acquisition of all Equity Shares transacted in last three years and one year preceding the date of the Prospectus:

Type of Transactions	Weighted average cost of acquisition (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price - Highest Price (in ₹)
Last 1 year	254.47	2.06 times	NIL to ₹321.41
Last 3 years	254.47	2.06 times	NIL to ₹321.41

Note: As certified by the Independent Chartered Accountant, by way of their certificate dated December 14, 2023.

- Weighted average cost of acquisition, floor price and cap price

Type of Transactions	Weighted average cost of acquisition (₹ per share)	Floor Price (i.e. ₹ 499)	Cap Price (i.e. ₹ 524)
Weighted average cost of acquisition of Primary Issuances during 18 months prior to Prospectus	257.53	1.94 times	2.03 times
Weighted average cost of acquisition of Secondary Transactions during the last three years	188.84	2.64 times	2.77 times

Note: As certified by the Independent Chartered Accountant, by way of their certificate dated December 14, 2023.

* Since there were no secondary transactions involving our Promoters, members of the Promoter Group, Selling Shareholders or shareholders with right to nominate directors on our Board, excluding gifts, equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in the last 18 months preceding the date of the Prospectus, in a single transaction or multiple transactions combined together over a span of rolling 30 days, the information has been disclosed for price per share of our Company based on the last five transactions secondary transactions (where promoter/promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) on the Board), are a party to the transaction, not older than three years prior to the date of the Prospectus irrespective of the size of the transaction

- Average cost of acquisition of Equity Shares held by the Promoters and Selling Shareholders ranges from ₹0.34 to ₹321.41 per Equity Share and Offer Price at upper end of the Price Band is ₹524 per Equity Share.
- The four BRLMs associated with the Offer have handled 87 public issues in the past three years, out of which 26 issues closed below the offer price on listing date.

Name of the BRLMs	Total public issues	Issues closed below IPO price on listing date
Axis Capital Limited*	23	5
ICICI Securities Limited*	27	5
SBI Capital Markets Limited*	6	3
Anand Rathi Advisors Limited*	4	1
Common Issues of above BRLMs	27	12
Total	87	26

*Issues handled where there were no common BRLMs.

