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MAMATA MACHINERY LIMITED



(Please scan this QR code to view the Read Hereby Prospectus)

Our Company was incorporated as "Patel Machinery Private Limited", as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated April 17, 1979 issued by the Registrar of Companies, Gujarat at Ahmedabad ("RoC"). Pursuant to a special resolution passed by the shareholders of our Company dated September 19, 1998, the name of our Company was changed to "Mamata Machinery Private Limited", and our Company received a fresh certificate of incorporation dated December 15, 1998 issued by the RoC. Subsequently, our Company was converted into a public limited company pursuant to a special resolution passed by the shareholders of our Company dated June 5, 2024 and the name of our Company was changed to "Mamata Machinery Limited" and a fresh certificate of incorporation dated June 21, 2024, was issued by the RoC. For further details of change in name and Registered Office of our Company, please refer to the section titled "History and Certain Corporate Matters - Brief History of our Company" and "History and Certain Corporate Matters - Changes in the Registered Office of our Company" on page 211 of the RHP.

Registered and Corporate Office: Survey No. 423/P, Sarkhej-Bavla Road, N.H. No. 8A, Moraiya, Sanand, Ahmedabad, Gujarat - 382213, India; Tel: 02717-630 800/801, E-mail: cs@mamata.com; Website: www.mamata.com
Contact Person: Manish Sharma, Company Secretary and Compliance Officer, Corporate Identity Number: U29259GJ1979PLC003363

OUR PROMOTERS: MAHENDRA PATEL, CHANDRAKANT PATEL, NAYANA PATEL, BHAGVATI PATEL, MAMATA GROUP CORPORATE SERVICES LLP AND MAMATA MANAGEMENT SERVICES LLP

INITIAL PUBLIC OFFERING OF UP TO 7,382,340 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF MAMATA MACHINERY LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE ("OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER") COMPRISING AN OFFER FOR SALE OF UP TO 534,483 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY MAHENDRA PATEL, UP TO 1,967,931 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY NAYANA PATEL, UP TO 1,227,042 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY BHAGVATI PATEL, UP TO 2,129,814 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY MAMATA GROUP CORPORATE SERVICES LLP AND UP TO 1,523,070 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY MAMATA MANAGEMENT SERVICES LLP ("SELLING SHAREHOLDERS") (THE "OFFER FOR SALE"). THE OFFER INCLUDES A RESERVATION OF UP TO 35,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HERINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●] % AND [●] %, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, OUR COMPANY, AND THE SELLING SHAREHOLDERS, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER, MAY OFFER A DISCOUNT OF UP TO [●] % (EQUIVALENT OF ₹ [●] PER EQUITY SHARE) TO THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING UNDER THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT").

DETAILS OF OFFER FOR SALE BY THE SELLING SHAREHOLDERS AND WEIGHTED AVERAGE COST OF ACQUISITION

NAME OF SELLING SHAREHOLDERS	TYPE	NUMBER OF EQUITY SHARES BEING OFFERED/AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION* (IN ₹ PER EQUITY SHARE)
Mahendra Patel	Promoter Selling Shareholder	Up to 534,483 Equity Shares aggregating up to [●]	Nil
Nayana Patel	Promoter Selling Shareholder	Up to 1,967,931 Equity Shares aggregating up to [●]	Nil
Bhagvati Patel	Promoter Selling Shareholder	Up to 1,227,042 Equity Shares aggregating up to [●]	Nil
Mamata Group Corporate Services LLP	Promoter Selling Shareholder	Up to 2,129,814 Equity Shares aggregating up to [●]	Nil
Mamata Management Services LLP	Promoter Selling Shareholder	Up to 1,523,070 Equity Shares aggregating up to [●]	Nil

*As certified by the Statutory Auditor pursuant to their certificate dated December 12, 2024
*Since the weighted average cost of acquisition is negative, it has been considered as Nil.

Our company is manufacturer and exporter of plastic bags and pouch making machines, packaging machines and extrusion equipment. We provide end-to-end manufacturing solutions for the packaging industry.

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations
QIB Portion: Not more than 50% of the Net Offer | Non-Institutional Portion: Not less than 15% of the Net Offer | Retail Portion: Not less than 35% of the Net Offer
Employee Reservation Portion: Up to 35,000 Equity Shares aggregating up to ₹ [●] Million

PRICE BAND: ₹ 230.00 TO ₹ 243.00 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH.

THE FLOOR PRICE IS 23.00 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 24.30 TIMES OF THE FACE VALUE.

BIDS CAN BE MADE FOR A MINIMUM OF 61 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AND IN MULTIPLES OF 61 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH THEREAFTER.

THE PRICE TO EARNINGS RATIO BASED ON DILUTED EPS FOR FISCAL 2024 AT THE UPPER END OF THE PRICE BAND IS 16.59 TIMES AS COMPARED TO THE AVERAGE INDUSTRY PEER GROUP PE RATIO OF 43.90 TIMES.

WEIGHTED AVERAGE RETURN ON NETWORK FOR LAST THREE FINANCIAL YEARS IS 23.08%.

A DISCOUNT OF ₹ 12.00 PER EQUITY SHARE IS BEING OFFERED TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION.

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. For further details, check section on ASBA.

Mandatory in public issues. No cheque will be accepted.



UPI-Now available in ASBA for Retail Individual Investors and Non-Institutional Investor applying for amount upto ₹ 5,00,000*, applying through Registered Brokers, DPs and RTAs. UPI Bidder 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. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2023, issued by the Central Board of Direct Taxes and the subsequent press releases, including press releases dated June 25, 2021 and September 17, 2021 and CBDT circular no. 7 of 2022, dated March 30, 2022 read with press release dated March 28, 2023 and any subsequent press releases in this regard.

UPI Bidders 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. HDFC Bank Limited have been appointed as Sponsor Bank for the Offer, in accordance with the requirements of the SEBI Circular dated November 11, 2019 as amended. For Offer related queries, please contact the DPLM on their respective email IDs as mentioned below. For UPI related queries, investors can contact IPO Cell at the toll free number: 1800 201 740 and mail id: ipo.upi@sebi.org. ASBA has to be enabled by all the investors except anchor investors. UPI may be enabled by (i) Retail Individual Investors in the Retail Portion; (ii) 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 387 of the RHP. 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 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/sectweb/other/OtherAction.do?doRecognised?pr=yes&intmid=35 and <https://www.sebi.gov.in/sectweb/other/OtherAction.do?doRecognised?pr=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.

In accordance with the recommendation of the Independent Directors of our Company, pursuant to their resolution dated December 12, 2024, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the 'Basis for Offer Price' section of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in 'Basis for Offer Price' section on page 116 of the RHP and provided below in the advertisement.

In making an investment decision and purchase in the Offer, potential investors must only rely on the information included in the RHP and the terms of the Offer, including the merits and risks involved and not rely on any other external sources of information about the Offer available in any manner.

RISKS TO INVESTORS

(For details refer to section titled "Risk Factors" on page 33 of the RHP)

- Supply Chain and Material Cost Fluctuations risk:** Our operations are dependent upon the efficient supply chain management of materials, parts and components made to drawings and standard bought-out parts that are required for manufacturing of bag and pouch making machines. Machines manufactured by our Company have multiple parts and components, sourced from third parties. We have in the past experienced cost fluctuations for these raw materials due to various reasons, including volatility in the commodity markets and disruptions in supply chain on account of geopolitical and other reasons. Set forth below are our material purchase costs in each of the corresponding periods:

Particulars	Three month period ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
material purchase cost (₹ million)	290.81	997.64	904.36	927.61
material purchase cost (Percentage of revenue from operations (%))	105.29	42.16	45.02	48.25

- Dependence on FMCG, Food & Beverage, and Consumer Industries:** The sales of our machinery depends on the FMCG, Food & Beverage and Consumer Industry. Any slowdown in these end-use industries or any other adverse changes in the conditions affecting the plastic processing and converting and packaging machines market can adversely impact our business, financial condition, results of operations, cash flows and prospects. Set forth below are our revenue from operations from machines in each of the corresponding periods:

Particulars	Three month period ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Machines for plastic bag and pouch making (₹ million)	106.19	1,500.46	1,215.33	1,284.64

Particulars	Three month period ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Machines for plastic bag and pouch making (Percentage of revenue from operations (%))	38.45	63.41	60.51	66.82
Co-Extrusion Blown Film Machinery (₹ million)	-	102.04	207.94	142.07
Co-Extrusion Blown Film Machinery (Percentage of revenue from operations (%))	-	4.31	10.35	7.39
Packaging Machinery (₹ million)	62.86	349.52	244.50	214.12
Packaging Machinery (Percentage of revenue from operations (%))	22.76	14.77	12.17	11.14
Attachment and spares (₹ million)	87.76	315.71	276.42	217.38
Attachment and spares (Percentage of revenue from operations (%))	31.78	13.34	13.76	11.31
After sales (₹ million)	14.64	75.62	38.42	34.82
After sales (Percentage of revenue from operations (%))	5.30	3.20	1.91	1.81

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3. Inventory Management Risks: We need to ensure optimal inventory levels and are exposed to inventory risk as a result of rapid changes in consumer preferences, uncertainty of product developments and launches, manufacturer back orders and other related problems as well as the general economic environment in India. The table below sets forth our details relating to our inventory levels and inventory turnover ratio as of / for the periods/years indicated:

Particulars	Three month period ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Inventory (₹ in millions)	905.87	698.02	702.81	718.08
Inventory levels (days)	880	255	282	291
Inventory turnover ratio	0.10	1.43	1.29	1.25

4. Competitive Pressures and Market Challenges: We face significant competition in our business from other manufacturers of machines for flexible packaging. For details, see "Industry Overview" beginning on page 135 of the RHP. The industry and markets for our products are characterized by factors such as rapid technological change, the development of new machinery and their rapid obsolescence, evolving industry standards and significant price erosion or depreciation over the life of our machinery. Our inability to compete effectively would be detrimental to our business and prospects for future growth.

5. Negative Cash Flow: We have in the past experienced, and may in the future, experience negative operating cash flows. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. The following table sets forth certain information relating to our cash flows on a consolidated basis for the periods indicated:

Particulars	Three month period ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net cash flow from/ (used in) operating activities	(18.08)	193.74	171.70	371.92
Net cash flow from/ (used in) investing activities	79.04	124.34	(96.84)	(350.12)
Net cash flow from/ (used in) financing activities	(0.30)	(362.66)	(29.96)	(33.32)

6. Export risks and risks from International Operations and Markets: We derive a significant portion of our revenues from operations both directly and through our wholly owned Subsidiary, Mamata Enterprises, Inc. Our revenue from operations from sales outside India contributed an average of 67.64% of total revenue for the previous three Fiscals out of which business through our wholly owned subsidiary contributed to average of 37.03% of total revenue for the previous three Fiscals. Any adverse developments in these markets could adversely affect our business. Set forth below are details of our exports and export revenue from our wholly owned subsidiary in each of the corresponding periods:

Particulars	Three month period ended June 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from operations from sales located outside India (₹ million)	194.50	1,544.65	1,436.62	1,271.24
Revenue from operations from sales located outside India (Percentage of revenue from operations (%))	70.42	65.28	71.52	66.13
Export revenue from our wholly owned subsidiary (₹ million)	113.54	787.22	763.88	765.07
Export revenue from our wholly owned subsidiary (Percentage of revenue from operations (%))	41.11	33.27	38.03	39.80

7. Dependence on Top Customers for Revenue: We derive a significant portion of our revenue from operations from our top ten customers which represented an average of 30.76% for the previous three Fiscals. Loss of any of these customers or a reduction in purchases by any of them could adversely affect our business, results of operations and financial condition. The table below sets forth our revenue from our top 10 customers and top five customers, as a percentage of our revenue from operations for the year/period indicated:

Particulars	Three month period ended June 30, 2024 ^A	Fiscal 2024	Fiscal 2023	Fiscal 2022
Top five customers Amount (in ₹ million)	161.86	501.07	390.07	382.28

18. Average cost of acquisition of equity shares for the selling shareholders in IPO is as follows and offer price at upper end of the price band is ₹243.00:

Name of Selling Shareholder	Type	NUMBER OF EQUITY SHARES BEING OFFERED/AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION (IN ₹ PER EQUITY SHARE) [†]
Mahendra Patel	Promoter Selling Shareholder	Up to 534,483 Equity Shares aggregating up to [●]	Nil
Nayana Patel	Promoter Selling Shareholder	Up to 1,967,931 Equity Shares aggregating up to [●]	Nil
Bhagvati Patel	Promoter Selling Shareholder	Up to 1,227,042 Equity Shares aggregating up to [●]	Nil
Mamata Group Corporate Services LLP	Promoter Selling Shareholder	Up to 2,129,814 Equity Shares aggregating up to [●]	Nil
Mamata Management Services LLP	Promoter Selling Shareholder	Up to 1,523,070 Equity Shares aggregating up to [●]	Nil

^A As certified by the Statutory Auditor pursuant to their certificate dated December 12, 2024
[†] Since the weighted average cost of acquisition is negative, it has been considered as Nil.

Particulars	Three month period ended June 30, 2024 ^A	Fiscal 2024	Fiscal 2023	Fiscal 2022
Top five customers (% of total revenue from operations*)	59.62	21.39	19.67	20.19
Top ten customers Amount (in ₹ million)	202.61	742.70	594.82	579.06
Top ten customers (% of total revenue from operations*)	74.64	31.69	30.00	30.59

* For the purpose of calculation of Top 10 customers as a % of total revenue from operations, we have not considered revenue from 'Export Incentives' as a constituent.

^A Our top ten customers for the period ending on June 30, 2024, include Met Polymers FZE and Balajee Poly Industries. Our Company has not received consent to disclose the names of other customers and hence we have not disclosed their names.

8. Our Promoters and members of Promoter Group will continue to collectively hold majority of the shareholding in our Company, which will allow them to influence the outcome of matters requiring shareholder approval.

9. We are exposed to foreign currency fluctuation risks, particularly in relation to import of raw materials which represented 5.68% of our revenue from operations for Fiscal 2024 and export of products and services which represented 65.28% of our revenue from operations for Fiscal 2024 and we do not hedge our foreign currency risk, which may adversely affect our results of operations, financial condition and cash flows.

10. Trademark "Mamata" is registered in the name of one of our Promoters, Mahendra Patel, and we are dependent on our trademark licence agreements with him which also includes a clause for payment of consideration of 1% of net sales to him in future subject to the shareholders approval. If the trademark licence agreements are terminated, we may consequently lose access to our trade name 'MAMATA', which could materially and adversely impact our business, results of operations and financial condition.

11. The long useful life and high durability of machineries manufactured by our Company may lead to lower sales potential moving forward.

12. Our revenue from operations for the three month period ended June 30, 2024 and Fiscals 2024, 2023 and 2022 stood at ₹ 276.20 million, ₹2,366.11 million, ₹2,008.65 million and ₹1,922.47 million respectively. Although our revenue from operations have been growing year on year, we cannot assure that the same will continue for the upcoming fiscals.

13. Pricing pressure from customers may affect our gross margin, profitability and ability to increase our prices, which in turn may materially adversely affect our business, results of operations and financial condition.

14. The entire offering is through Offer for Sale by the Promoter Selling Shareholders, Our Company will not receive any proceeds from the Offer for Sale. The Offer comprises only an Offer for Sale aggregating up to 7,382,340 Equity Shares by the Promoter Selling Shareholders. Our Company will not receive any proceeds from the Offer for Sale.

15. Ratios in basis for issue price for the three month period ended on June 30, 2024, include EBITDA margin of (1.14%) and Return on Capital Employed of (0.78%). These both ratios have not been annualised. For further details refer chapter titled 'Basis of the offer' on page 116 of the RHP.

16. The Offer Price, market capitalization to total turnover and price to earnings ratio based on the Offer Price of our Company, may not be indicative of the market price of the Equity Shares on listing or thereafter.

The table below provides details of our price to earnings ratio and market value to total turnover.

Particulars	Price to Earning Ratio		Market Value to Total Turnover	
	Cap Price	Floor Price	Cap Price	Floor Price
Fiscal ended March 31, 2024	16.59	15.70	2.53	2.39

17. Weighted average cost of acquisition of all shares transacted in last 3 years, 18 months and 1 year, from the date of RHP:

Period	Weighted average cost of acquisition per Equity Share (in ₹) ^A	Cap Price is 'x' times the weighted average cost of acquisition	Range of acquisition price per Equity Share: lowest price – highest price (in ₹) ^B
1 year	Nil	Not computable	180.00-243.00
18 Months	Nil**	Not computable	180.00-243.00
3 Years	Nil**	Not computable	180.00-243.00

^AAs certified by the Statutory Auditor pursuant to their certificate dated December 12, 2024

^BThe weighted average cost of acquisition of Equity Shares by our Shareholders has been calculated by taking into account the amount paid by them to acquire and Shares allotted to them as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.

[@] Range of acquisition price is calculated exclusive of Sub-division, Bonus Issue and gift of Equity shares.

** Since the weighted average cost of acquisition is negative, it has been considered as Nil.

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19. Details of price at which specified securities were acquired in the three years preceding the date of the Red Herring Prospectus:

The details of the price at which Equity Shares were acquired in the three years preceding the filing of the Red Herring Prospectus, by each of the Promoters, members of the Promoter group, Selling Shareholders, and Shareholders with the right to nominate Directors or any other rights are as follows:

Name of the acquirer/shareholder	Date of acquisition of equity shares	Number of Equity Shares acquired ^a	Acquisition price per equity share ^a (in ₹)
Promoters			
Mahendra Patel	June 01, 2024*	5,294,560	NA
Chandrakant Patel	June 01, 2024*	511,600	NA
Nayana Patel	June 01, 2024*	2,120,000	NA
Bhagvati Patel	June 01, 2024*	3,124,000	NA
Mamata Group Corporate Services LLP	June 01, 2024*	6,310,560	NA
Mamata Management Services LLP	June 01, 2024*	4,512,800	NA
Promoter Group			
Pankti Patel	December 15, 2023	10	NA
	June 01, 2024*	80	NA

Name of the acquirer/shareholder	Date of acquisition of equity shares	Number of Equity Shares acquired ^a	Acquisition price per equity share ^a (in ₹)
Selling Shareholders			
Mahendra Patel	June 01, 2024*	5,294,560	NA
Nayana Patel	June 01, 2024*	2,120,000	NA
Bhagvati Patel	June 01, 2024*	3,124,000	NA
Mamata Group Corporate Services LLP	June 01, 2024*	6,310,560	NA
Mamata Management Services LLP	June 01, 2024*	4,512,800	NA
Other Shareholders with special rights – Nil			

^a As certified by the Statutory Auditor by way of their certificate dated December 12, 2024. @ Sub-division of equity shares on June 27, 2022 is not considered as an acquisition of equity share.

*Allotment of 2,120,000 Equity Shares to Nayana Patel, 511,600 Equity Shares to Chandrakant Patel, 5,294,560 Equity Shares to Mahendra Patel, 6,310,560 Equity Shares to Mamata Group Corporate Services LLP, 3,124,000 Equity Shares to Bhagvati Patel, 4,512,800 Equity Shares to Mamata Management Services LLP and 80 Equity Shares to Pankti Patel by way of bonus issue.

20. The BRLM associated with the offer has handled 51 public issues in the past three years out of which 2 issues closed below the issue price on listing date.

Name of the Book Running Lead Manager ("BRLM")	Total Public Issues (SME)	Issues closed below Offer Price on listing date	Total Public Issue (Main board)
Beeline Capital Advisors Private Limited	51	2	Nil

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE : WEDNESDAY, DECEMBER 18, 2024*

BID/OFFER OPENS ON : THURSDAY, DECEMBER 19, 2024*

BID/OFFER CLOSES ON : MONDAY, DECEMBER 23, 2024*

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

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Floor Price is 23.00 times the face value of Equity Shares and Cap Price is 24.30 times the face value of Equity Shares.

Investors should also refer to the sections "Risk Factors", "Our Business", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 33, 177, 248 and 319, of the RHP, respectively, to have an informed view before making an investment decision.

Qualitative Factors: Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are as follows: 1. Among the leading exporter of machinery and equipment for converting machinery, packaging machinery and co-extrusion blown film machinery and attachment; 2. Advanced manufacturing infrastructure and material knowledge to customize systems and products based on customer specifications; 3. Technology-driven operations with a strong focus on quality, innovation-led research and development, leading to products that cater to dynamic market requirements; 4. Customer-centric operations, with an extensive global sales and distribution network; 5. Skilled and experienced management team with committed employee base. For further details, please see "Our Business – Our Competitive Strengths" on page 181 of the RHP.

Quantitative Factors: Certain information presented in this section relating to our Company is based on and derived from the Restated Consolidated Financial Information. For details, see "Financial Information" beginning on page 248 of the RHP. Some of the quantitative factors, which may form the basis for computing the Offer Price, are as follows:

1. Basic and Diluted Earnings per Share ("EPS"), as adjusted for changes in capital

As derived from the Restated Consolidated Financial Information:

Financial Period	Basic EPS (in ₹) and Diluted EPS (in ₹)	Weight
Financial Year ended March 31, 2024	14.85	3
Financial Year ended March 31, 2023	8.41	2
Financial Year ended March 31, 2022	8.11	1
Weighted Average EPS	11.68	-
Three months period ended June 30, 2024*	0.09	-

*Not Annualised

Notes: i. Basic EPS (₹) = Basic earnings per share is calculated by dividing the Restated Profit for the year by the weighted average number of Equity Shares outstanding during the year, after considering impact of sub-division and bonus issuance retrospectively, for all periods presented.

ii. Diluted EPS (₹) = Diluted earnings per share is calculated by dividing the Restated Profit for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year, if any, and after considering impact of sub-division and bonus issuance retrospectively, for all periods presented.

iii. Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 "Earnings per share".

iv. The number of Equity Shares issued by our Company has remained constant as at March 31, 2024, March 31, 2023 and March 31, 2022, except for, our Company has done sub-division of equity shares and issued Bonus Shares on June 27, 2022 and June 01, 2024 respectively and hence the number of equity shares outstanding for each of the three years and stub period considered above has been adjusted retrospectively.

v. The above statements and tables should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Restated Financial Statements.

vi. Weighted average EPS= Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year / Total of weights.

Simple Average EPS:

Financial Period	Basic & Diluted EPS (in ₹)
Financial Year ended March 31, 2024	14.85
Financial Year ended March 31, 2023	8.41
Financial Year ended March 31, 2022	8.11
Simple Average EPS	10.39
Three months period ended June 30, 2024*	0.09

*Not Annualised

Notes: i. Basic EPS (₹) = Basic earnings per share is calculated by dividing the Restated Profit for the year by the weighted average number of Equity Shares outstanding during the year, after considering impact of sub-division and bonus issuance retrospectively, for all periods presented.

ii. Diluted EPS (₹) = Diluted earnings per share is calculated by dividing the Restated Profit for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential Equity Shares outstanding during the year, if any, and after considering impact of sub-division and bonus issuance retrospectively, for all periods presented.

iii. Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 "Earnings per share".

iv. The number of Equity Shares issued by our Company has remained constant as at March 31, 2024, March 31, 2023 and March 31, 2022, except for, our Company has done sub-division of equity shares and issued Bonus Shares on June 27, 2022 and June 01, 2024 respectively and hence the number of equity shares outstanding for each of the three years and stub period considered above has been adjusted retrospectively.

v. The above statements and tables should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Restated Financial Statements.

vi. Simple average EPS= Aggregate of year-wise EPS / Total number of years.

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹ 230.00 to ₹ 243.00 per Equity Share:

As derived from the Restated Consolidated Financial Information:

Particulars	P/E at the lower end of Price Band (number of times)	P/E at the higher end of Price Band (number of times)
Based on Basic EPS for the Financial Year ended March 31, 2024	15.70	16.59
Based on Diluted EPS for the Financial Year ended March 31, 2024	15.70	16.59

3. Industry P/E ratio

Based on the peer group information (excluding our Company) given below in this section:

Particulars	P/E Ratio	Name of Company	Face value of Equity Shares (₹)
Highest	57.16	Rajoo Engineers Limited	1.00
Lowest	30.84	Kabra Extrusion Technik Limited	5.00
Industry average	43.90		

i. The industry high and low has been considered from the peers set provided later in this chapter. The industry average has been calculated as the arithmetic average of P/E of the industry peers set disclosed in this section. For further details, see para 6 below – "Comparison of Accounting Ratios with Listed Industry Peers" on page 116 of the RHP.

ii. The industry P/E ratio mentioned above is based on earnings for the financial year ended March 31, 2024 and market price on March 28, 2024.

iii. The P/E ratio of Kabra Extrusion Technik Limited is Negative, hence it has not been considered for the above comparison.

4. Return on Net Worth ("RoNW")

As derived from the Restated Consolidated Financial Information of our Company:

Particulars	RoNW (%)	Weight
Financial Year ended March 31, 2024	27.38	3
Financial Year ended March 31, 2023	17.07	2
Financial Year ended March 31, 2022	20.95	1
Weighted Average RoNW	23.08	-
Three months period ended June 30, 2024 (*)	0.16	-

*Not annualised

Notes: i. Return on Net Worth (%) = Restated Profit for the year as a percentage of the Closing Net Worth as at the end of the year.

ii. "Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits, 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 financial information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, where applicable, (in compliance with the provisions of section 2(57) of the Companies Act, 2013 and regulation 21(h) of the SEBI (ICDR Regulations) for the three months period ended June 30, 2024 and financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.

iii. Weighted average return on Net Worth = Aggregate of year-wise weighted Return on Net worth divided by the aggregate of weights i.e. (Return on Net worth x Weight) for each year / Total of weights

5. Net Asset Value per Equity Share of face value of ₹ 10 each, as adjusted for changes in capital.

As derived from the Restated Consolidated Financial Information (₹)

Period	NAV derived from the Restated Consolidated Financial Information (₹)
As on June 30, 2024	53.98
As on March 31, 2024	53.59
As on March 31, 2023	47.82
As on March 31, 2022	38.71
After the completion of the Offer	At Floor Price: 53.98 At Cap Price: 53.98
Offer Price	[*]

Notes: i. Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

ii. Net Asset Value per Equity Share = Net worth divided by the outstanding number of equity shares outstanding at the end of the year, after considering impact of sub-division and bonus issuance on June 27, 2022 and June 01, 2024 respectively.

6. Comparison of accounting ratios with listed industry peers

Brief profiles of our peers:

1. Rajoo Engineers Limited is mainly engaged in manufacturing and selling of Plastic Processing Machineryes and post Extrusion Equipment.

2. Kabra Extrusion Technik Limited is engaged in providing plastic extrusion machinery for manufacturing pipes and films.

3. Windsor Machines Limited is in business of manufacturing of plastic processing machinery, which includes pipe extrusion, blown film extrusion and injection moulding machines.

4. The Offer Price of ₹ [e] has been determined by our Company in consultation with the BRLM, on the basis of assessment of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 33, 177, 248 and 319, of the RHP, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" on page 33 of the RHP and you may lose all or part of your investments.

8. Key Performance Indicators ("KPIs")

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for the Issue Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated December 12, 2024. Further, the KPIs herein have been certified by Bhatia & Associates LLP, Chartered Accountants pursuant to certificate dated December 12, 2024. This certificate has been included as a material document for inspection in connection with the Issue. See "Material Contracts and Documents for Inspection" on page 457 of the RHP.

Particulars	Three months period ended June 30, 2024*	2024	2023	2022
Total Income (₹ in million)	291.93	2,413.08	2,101.29	1,965.68
Total revenue from operation (₹ in million)	276.20	2,366.11	2,008.65	1,922.47
Growth in Revenue from Operations (%)	NA	17.80	4.48	30.81
EBITDA (₹ in million)	(3.15)	471.78	237.44	299.30
EBITDA margin (%)	(1.14)	19.94	11.82	15.57
PAT after exceptional items (₹ in million)	0.79	381.25	225.05	216.97
PAT margin after exceptional items (%)	0.29	15.27	11.20	11.29
Growth in PAT after exceptional items (%)	NA	60.52	3.72	10.80
Return on Net Worth after exceptional items (%)	0.16	27.39	17.67	20.75
ROE (%)	0.16	27.76	19.41	23.12
ROCE (%)	(0.76)	31.29	15.73	25.73
Debt Equity Ratio	0.03	0.09	0.15	0.20
Operating Cash Flows (₹ in million)	(18.08)	193.74	117.70	371.92

NA in the above table refers to not available. *The ratios have not been annualised.

Notes: i. Growth in Revenue from Operations is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.

ii. EBITDA = PBT before exceptional items + finance costs + depreciation and amortization expenses – other incomes.

iii. EBITDA margin is EBITDA as a percentage of total revenue from operations.

iv. Growth in Revenue from Operations and Growth in PAT of our Company for the three months ended June 30, 2024 are not disclosed in absence of comparative information for the three months period ended June 30, 2023.

v. PAT Margin is calculated as profit (loss) for the year/period as a percentage of total revenue from operations.

vi. Return on Net Worth is PAT after exceptional items, as applicable, as a % of Closing Net Worth.

vii. ROE = Net profit after tax for the year/period divided by Average Shareholder Equity.

viii. ROCE = Earnings before interest and taxes divided by average capital employed. Capital Employed includes Tangible Net worth (i.e. subtracting Net worth by Intangible Assets and Deferred Expenditure, if any), not deferred tax (asset)/liability, Long-Term Borrowing and Short-Term Borrowing.

ix. Debt Equity Ratio = Total debt divided by total equity.

Operational KPIs of the company:

Particulars	Three months period ended June 30, 2024*	2024	2023	2022
Workforce Strength	190	188	201	198
Number of machines sold	96	256	221	246
Contribution to revenue from operations of top customers				
Top 1 Customer (%)	36.02	7.17	6.33	7.51
Top 3 Customers (%)	49.37	16.08	13.86	14.59
Top 5 Customers (%)	59.62	21.39	19.67	20.19
Top 10 Customers (%)	74.64	31.69	30.00	30.59
Contribution to purchase material of top suppliers				
Top 1 Supplier (%)	4.59	6.59	6.20	4.76
Top 3 Suppliers (%)	13.01	13.66	13.39	12.33
Top 5 Suppliers (%)	19.16	18.28	19.09	18.17
Top 10 Suppliers (%)	28.28	26.36	28.30	29.35

Explanation for the Key Performance Indicators

Total Income: Total Income represents the scale of our business and provides information of our Company's operating and non-operating income

Total revenue from operation: Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.

EBITDA: EBITDA provides information regarding the operational efficiency of the business of our Company and enables comparison of year-on-year performance of our business.

EBITDA Margin: EBITDA Margin is an indicator of the operational profitability of our business before interest, depreciation, amortisation, and taxes.

PAT: PAT represents the profit / loss that our Company makes for the financial year or during a given period. It provides information regarding the profitability of the business of our Company.

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BASIS FOR OFFER PRICE

KPI	Explanation
PAT Margin:	PAT Margin provides the financial benchmarking against peers as well as to compare against the historical performance of our business.
Return on Net Worth	Return on Net Worth is an indicator of our Company's efficiency as it measures our Company's profitability, and is indicative of the profit generated by our Company against the equity contribution.
RoE (%)	RoE provides how efficiently the Group generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently the Group generates earnings from the equity capital employed in the business.
Debt/Equity Ratio	Debt-equity ratio is a gearing ratio which compares shareholder's equity to company debt to assess the company's amount of leverage and financial stability.
Operating Cash Flows	Operating cash flows provides how efficiently our Company generates cash through its core business activities.
Workforce Strength	Workforce strength shows the Employees strength of our Company.
Number of machines sold	This metric enables us to track the number of machines sold by our company during the financial year period.
Contribution to revenue from operations of top 1, 3, 5, and 10 customers	This metric enables us to track the contribution of our key customers to our revenue and also assess any concentration risks.
Contribution to purchase material of top 1, 3, 5 and 10 suppliers	This metric enables us to track the contribution of our key suppliers to our purchases and also assess any concentration risks.

For further details on the Key Performance Indicators, please see the section 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on page 319 of the RHP.
 9. Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company. Further, the Audit Committee's last resolution dated December 12, 2024 has confirmed that verified details of all the key performance indicators pertaining to our Company that have been disclosed to the earlier investors at any point in time during the three years period prior to the date of filing this Red Herring Prospectus are disclosed above. Our Company shall continue to disclose the KPIs disclosed above, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) the utilization of Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company. The ongoing KPIs will continue to be certified by our Company as required under the SEBI ICDR Regulations.

10. Comparison with Listed Industry Peers (Three months period ended June 30, 2024)

Particulars	Three months period ended June 30, 2024			
	Mamata Machinery Limited	Rajoo Engineers Limited	Windsor Machines Limited	Kabra Extrusion Technol Limited
Total Income (₹ in million)	291.93	519.54	814.80	898.66
Total revenue from operation (₹ in million)	276.20	508.74	808.34	882.02
Growth in Revenue from Operations (%) ⁱ	NA	63.01	17.26	(34.00)
EBITDA (₹ in million)	(3.15)	71.17	11.84	86.57
EBITDA margin (%)	(1.14)	13.99	1.44	9.82
PAT (₹ in million)	2.18	54.75	(40.84)	20.11
PAT Margin (%)	0.79	10.76	(5.05)	2.28
Growth in PAT (%) ⁱⁱ	NA	122.43	(21.87)	(65.19)
Return on Net Worth after exceptional items (%) ⁱⁱⁱ	0.16	NA	NA	NA
RoE (%) ^{iv}	0.18	NA	NA	NA
RoCE (%) ^v	(0.78)	NA	NA	NA
Debt/Equity Ratio ^{vi}	0.03	NA	NA	NA
Operating Cash Flows (₹ in million) ^{vii}	(18.98)	NA	NA	NA
Workforce Strength ^{viii}	190	NA	NA	NA

NA in the above table refers to not available
**Operational KPIs of listed industry peers are not available in the public domain. Hence, the same is not disclosed herewith.*
 i. Growth in Revenue from Operations is calculated as a percentage of Revenue from Operations of the three months period ended June 30, 2024 minus Revenue from Operations of the three months period ended June 30, 2023, divided by Revenue from Operations of the three months period ended June 30, 2023.
 ii. EBITDA = EBIT before exceptional items + (finance Costs - depreciation and amortization expense) - other incomes.
 iii. EBITDA Margin is EBITDA as a percentage of total revenue from operations.
 iv. PAT Margin is calculated as profit/ (loss) for the year period as a percentage of total revenue from operations.
 v. Growth in Revenue from Operations and Growth in PAT of our Company are not disclosed in absence of comparative information for the three months period ended June 30, 2023.
 vi. Return on Net Worth, RoE, RoCE, Debt/Equity Ratio, Operating Cash Flows and Workforce Strength information for listed industry peers are not disclosed as the necessary financial data required for such determination is not available.
 vii. Financial information for listed industry peers mentioned above is for the three months period ended June 30, 2024 and is based on the respective unaudited financial results disclosed by these companies to the stock exchanges.

b. Comparison with listed industry peers (Fiscal 2024)

Particulars	Fiscal 2024			
	Mamata Machinery Limited	Rajoo Engineers Limited	Windsor Machines Limited	Kabra Extrusion Technol Limited
Total Income (₹ in million)	2,413.08	2,012.86	3,569.18	6,146.55
Total revenue from operation (₹ in million)	2,366.11	1,973.50	3,539.71	6,077.74
Growth in Revenue from Operations (%)	17.80	10.43	(6.22)	(6.29)
EBITDA (₹ in million)	471.78	266.82	222.94	806.38
EBITDA margin (%)	19.94	13.52	6.30	9.99
PAT (₹ in million)	369.25	219.08	(71.14)	338.17
PAT Margin (%)	15.57	10.65	(2.18)	5.56
Growth in PAT (%)	60.52	82.86	(268.17)	(8.82)
Return on Net Worth after exceptional items (%)	27.39	16.59	(2.89)	7.48
RoE (%)	27.76	17.84	(2.82)	8.10
RoCE (%)	31.29	18.97	1.90	8.97
Debt/Equity Ratio	0.09	0.01	0.13	0.19
Operating Cash Flows (₹ in million)	193.74	19.28	464.20	322.56
Workforce Strength ^{ix}	188	310	612	559

**Operational KPIs of listed peers other than workforce strength are not available in the public domain. Hence, the same is not disclosed herewith.*
 i. Growth in Revenue from Operations is calculated as a percentage of Revenue from Operations of Fiscal 2024 minus Revenue from Operations of Fiscal 2023, divided by Revenue from Operations of Fiscal 2023.
 ii. EBITDA = EBIT before exceptional items + (finance Costs - depreciation and amortization expense) - other incomes.
 iii. EBITDA Margin is EBITDA as a percentage of total revenue from operations.
 iv. PAT Margin is calculated as profit/ (loss) for the year period as a percentage of total revenue from operations.
 v. Return on Net Worth is PAT after exceptional items, as applicable, as a % of Closing Net Worth.
 vi. RoE = Net profit after tax for the year period divided by Average Shareholder Equity
 vii. RoCE = Earnings before interest and taxes divided by average capital employed. Capital Employed includes Tangible Net Worth (i.e. subtracting Net worth by Intangible Assets and Deferred Expenditure, if any), net deferred tax (asset)/ liability, Long-Term Borrowing and Short-Term Borrowing.
 viii. Debt/Equity Ratio = Total debt divided by total equity.
 ix. Financial information for listed industry peers mentioned above is for the twelve months period ended March 31, 2024 and is based on the respective annual report disclosed by these companies to the stock exchanges.
 c. Comparison with listed industry peers (Fiscal 2023)

Particulars	Fiscal 2023			
	Mamata Machinery Limited	Rajoo Engineers Limited	Windsor Machines Limited	Kabra Extrusion Technol Limited
Total Income (₹ in million)	2,107.29	1,815.44	3,841.03	6,731.81
Total revenue from operation (₹ in million)	2,008.65	1,787.11	3,774.50	6,703.98
Growth in Revenue from Operations (%)	4.46	-8.23	2.22	85.17
EBITDA (₹ in million)	237.44	158.91	289.90	740.74
EBITDA margin (%)	11.82	8.89	7.68	11.06
PAT (₹ in million)	225.05	114.89	46.42	374.98
PAT Margin (%)	11.20	6.43	1.23	5.60
Growth in PAT (%)	3.72	-28.57	108.65	23.86
Return on Net Worth after exceptional items (%)	11.67	10.55	1.66	8.78
RoE (%)	12.45	10.96	1.81	10.53
RoCE (%)	15.71	11.51	4.29	14.27
Debt/Equity Ratio	0.15	0.01	0.13	0.19
Operating Cash Flows (₹ in million)	117.10	145.70	121.73	-37.30
Workforce Strength ^x	201	298	541	378

**Operational KPIs of listed peers other than workforce strength are not available in public domain. Hence, the same is not disclosed herewith.*
 i. Growth in Revenue from Operations is calculated as a percentage of Revenue from Operations of Fiscal 2023 minus Revenue from Operations of Fiscal 2022, divided by Revenue from Operations of Fiscal 2022.
 ii. EBITDA = EBIT before exceptional items + (finance Costs - depreciation and amortization expense) - other incomes.
 iii. EBITDA Margin is EBITDA as a percentage of total revenue from operations.
 iv. PAT Margin is calculated as profit/ (loss) for the year period as a percentage of total revenue from operations.
 v. Return on Net Worth is PAT after exceptional items, as applicable, as a % of Closing Net Worth.
 vi. RoE = Net profit after tax for the year period divided by Average Shareholder Equity
 vii. RoCE = Earnings before interest and taxes divided by average capital employed. Capital Employed includes Tangible Net Worth (i.e. subtracting Net worth by Intangible Assets and Deferred Expenditure, if any), net deferred tax (asset)/ liability, Long-Term Borrowing and Short-Term Borrowing.
 viii. Debt/Equity Ratio = Total debt divided by total equity.
 ix. Financial information for listed industry peers mentioned above is for the twelve months period ended March 31, 2023 and is based on the respective annual report disclosed by these companies to the stock exchanges.

d. Comparison with listed industry peers (Fiscal 2022)

Particulars	Fiscal 2022			
	Mamata Machinery Limited	Rajoo Engineers Limited	Windsor Machines Limited	Kabra Extrusion Technol Limited
Total Income (₹ in million)	1,965.68	1,934.63	3,718.68	4,081.53
Total revenue from operation (₹ in million)	1,922.47	1,905.83	3,681.58	4,069.03
Growth in Revenue from Operations (%)	33.61	12.39	17.39	48.01
EBITDA (₹ in million)	299.38	225.95	293.82	545.31
EBITDA margin (%)	15.57	11.86	7.96	13.53
PAT (₹ in million)	216.97	160.84	22.25	302.74
PAT Margin (%)	11.29	8.44	0.90	7.46
Growth in PAT (%)	107.60	33.43	-79.39	23.26
Return on Net Worth after exceptional items (%)	20.95	16.27	0.78	8.20
RoE (%)	23.12	17.66	0.78	9.97
RoCE (%)	25.73	20.22	4.36	12.79
Debt/Equity Ratio	0.20	0.00	0.04	0.18
Operating Cash Flows (₹ in million)	371.92	234.72	271.27	421.97
Workforce Strength ^x	198	292	527	488

**Operational KPIs of listed peers other than workforce strength are not available in public domain. Hence, the same is not disclosed herewith.*
 i. Growth in Revenue from Operations is calculated as a percentage of Revenue from Operations of Fiscal 2022 minus Revenue from Operations of Fiscal 2021, divided by Revenue from Operations of Fiscal 2021.
 ii. EBITDA = EBIT before exceptional items + (finance Costs - depreciation and amortization expense) - other incomes.
 iii. EBITDA Margin is EBITDA as a percentage of total revenue from operations.
 iv. PAT Margin is calculated as profit/ (loss) for the year period as a percentage of total revenue from operations.
 v. Return on Net Worth is PAT after exceptional items, as applicable, as a % of Closing Net Worth.
 vi. RoE = Net profit after tax for the year period divided by Average Shareholder Equity
 vii. RoCE = Earnings before interest and taxes divided by average capital employed. Capital Employed includes Tangible Net Worth (i.e. subtracting Net worth by Intangible Assets and Deferred Expenditure, if any), net deferred tax (asset)/ liability, Long-Term Borrowing and Short-Term Borrowing.
 viii. Debt/Equity Ratio = Total debt divided by total equity.
 ix. Financial information for listed industry peers mentioned above is for the twelve months period ended March 31, 2022 and is based on the respective annual report disclosed by these companies to the stock exchanges.

11. Weighted Average Cost of Acquisition

a. The price per share of our Company based on the primary/ new issue of shares (equity convertible securities).
 There have been no primary/ new issue of shares (equity convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of filing of the DRHP/ RHP, where such issuance is equal to or more than 5 percent of the fully diluted paid-up share capital of the issuer Company (calculated based on the pre-issue capital before such transactions and excluding equity options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.
 b. The price per share of our Company based on secondary sale/ acquisitions of shares (equity convertible securities).
 There have been secondary sale/ acquisitions of Equity Shares or any convertible securities, where our Promoters or the members of our Promoter Group or shareholder(s) selling shares through offer for sale or shareholder(s) having the right to nominate director(s) in the Board of the Company are a party to a transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is 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 equity options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days. Details of the transactions are as follows:

Date of Transfer	Name of Transferee	Name of Transferor	Nature of Transaction	No. of Equity Shares	Face Value (₹)	Transfer price per Equity Share (₹)
June 27, 2024	Nayana Patel	Diya Aggarwal	Transfer	27,000.00	10.00	180.00
June 27, 2024	Nayana Patel	Gohi Sanvish Ahluwari	Transfer	27,000.00	10.00	180.00
June 27, 2024	Nayana Patel	Apoorna Khandewal (HUF)	Transfer	22,000.00	10.00	180.00
June 27, 2024	Nayana Patel	Rahul Jammprasad Maheshwari	Transfer	27,000.00	10.00	180.00
June 27, 2024	Nayana Patel	Jagdishprasad Khatwale	Transfer	41,600.00	10.00	180.00
June 27, 2024	Nayana Patel	Amar Harshadhai Patel	Transfer	27,000.00	10.00	180.00
June 27, 2024	Nayana Patel	Prateesh Pravinchandra Vora	Transfer	26,489.00	10.00	180.00
June 27, 2024	Mamata Group Corporate Services LLP	Darshna Khokhar	Transfer	24,300.00	10.00	180.00
June 27, 2024	Mamata Group Corporate Services LLP	NG Family Trust held in the names of Nin G. Govindhai Patel and Glatzen Nimhai Patel	Transfer	27,000.00	10.00	180.00
June 27, 2024	Mamata Management Services LLP	Vishnu C Patil	Transfer	110,000.00	10.00	180.00
June 27, 2024	Mamata Management Services LLP	VPK Global Ventures Fund - VPK Global Ventures Fund - Scheme 1	Transfer	55,000.00	10.00	180.00
June 27, 2024	Mamata Management Services LLP	Shikhar Enterprises	Transfer	33,845.00	10.00	180.00
June 28, 2024	Mamata Group Corporate Services LLP	Rahul Jayantilal Shah	Transfer	16,469.00	10.00	180.00
June 28, 2024	Mamata Group Corporate Services LLP	Pruthi Kashwani Rasthura	Transfer	41,500.00	10.00	180.00
June 28, 2024	Mamata Group Corporate Services LLP	Komalaya Investate Private Limited	Transfer	27,000.00	10.00	180.00
July 16, 2024	Nayana Patel	Hiam Soel Hui	Transfer	27,000.00	10.00	180.00
July 16, 2024	Nayana Patel	Minerva Ventures Fund	Transfer	165,000.00	10.00	180.00
July 16, 2024	Nayana Patel	Novo Global Opportunities Fund PCC - Touchstone	Transfer	27,000.00	10.00	180.00
July 16, 2024	Bhavaji Patel	GUNK Ventures held in the names of Gunaventh Kumar Redha and Gunvant Kumar Neha	Transfer	27,700.00	10.00	180.00
July 16, 2024	Bhavaji Patel	1955 Venture Fund held in the names of Jinendra G and Gotham Chand	Transfer	27,700.00	10.00	180.00
July 16, 2024	Bhavaji Patel	Sandeep Bhandari	Transfer	27,700.00	10.00	180.00
July 16, 2024	Bhavaji Patel	Shagun Capital Ventures held in the names of Shanksh Vijaykumar and Manav Vijaykumar	Transfer	27,700.00	10.00	180.00
July 16, 2024	Bhavaji Patel	Parimal Vijaybhai Khokhar	Transfer	25,000.00	10.00	180.00
July 16, 2024	Bhavaji Patel	Akhildevani Beharavathi	Transfer	27,700.00	10.00	180.00
July 16, 2024	Bhavaji Patel	Vikram Tarachand Agrawal	Transfer	14,007.00	10.00	180.00
July 16, 2024	Bhavaji Patel	Shubhashree Poojaryeswari Limited	Transfer	15,600.00	10.00	180.00
July 16, 2024	Bhavaji Patel	SVAR Family Trust held in the names of Swarni Jalshibhai Shah and Hemant Ishwarfai Modi	Transfer	13,500.00	10.00	180.00
July 16, 2024	Mamata Group Corporate Services LLP	Darshna Khokhar	Transfer	2,18,700.00	10.00	180.00
July 16, 2024	Mamata Management Services LLP	Mohit Vinodkumar Agrawal	Transfer	55,000.00	10.00	180.00

For further details in relation to the share capital history of our Company, see 'Capital Structure' on page 84 of the RHP.
 c. Price per share based on the last five primary or secondary transactions:
 Since there are no transactions reported under (a) and (b) therefore, information related to last five primary or secondary transactions (secondary transactions where Promoter/ Promoter Group or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of the Company are a party to the transaction) not older than 3 years prior to the date of the Red Herring Prospectus irrespective of the size of transactions is not required to be disclosed.
 Based on the above transactions, below are the details of the weighted average cost of acquisition, as compared to the Floor Price and the Cap Price:

Transaction Type	Weighted average cost of acquisition (₹)	Floor Price (i.e., ₹ 230.00*)	Cap Price (i.e., ₹ 243.00)
WACA of Primary Transactions	NA	NA	NA
WACA of Secondary Transactions	180.00	1.28 times	1.36 times

12. Justification for Basis of Offer Price

Explanations for Offer Price being (a) times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out at page 127 above) along with our Company's key performance indicators and financial ratios for the three months ended June 30, 2024, and the Financial Years 2023, 2022 and 2021 are as follows:
 - In Fiscal 2024, our company emerged as top seven exporter of packaging machines from India and contributed 3% of market share of total export of packaging machines (Source: D&E Report);
 - Our revenue from operations on Restated Consolidated basis has been ₹ 1,922.47 million in Fiscal 2022, ₹ 2,008.65 million in the Fiscal 2023, ₹ 2,366.11 million in the Fiscal 2024 showing a compounded growth of 10.94% per annum;
 - Our EBITDA on Restated Consolidated basis has been ₹ 299.38 million in the Fiscal 2022, ₹ 237.44 million in the Fiscal 2023, ₹ 471.78 million in the Fiscal 2024 showing a compounded growth of 25.53% per annum;
 - Our Net Worth on Restated Consolidated basis has been ₹ 1,335.56 million in the Fiscal 2022, ₹ 1,273.76 million in the Fiscal 2023, ₹ 1,318.82 million in the Fiscal 2024 showing compounded growth of 12.85% per annum;
 - Our PAT on Restated Consolidated basis has been ₹ 216.97 million in the Fiscal 2022, ₹ 225.05 million in the Fiscal 2023, ₹ 361.29 million in the Fiscal 2024 showing compounded growth of 29.93% per annum.
 The Offer Price of ₹ (x) has been determined by our Company, in consultation with the BRLM, on the basis of market demand from investors for Equity Shares through the Book Building Process and justified in view of the above stated qualitative and quantitative parameters.
 Investors should read the above-mentioned information along with 'Risk Factors', 'Our Business', 'Financial Information' and 'Management's Discussion and Analysis of Financial Conditions and Results of Operations' on pages 37, 248 and 319, of the RHP, respectively, to have a more informed view. The trading prices of the Equity Shares of our Company could decline due to the factors mentioned in 'Risk Factors' on page 33 and you may lose all or part of your investments.

FOR FURTHER DETAILS, SEE 'BASIS FOR OFFER PRICE' ON PAGE 116 OF THE RHP.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In case of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period shall be available for allocation to Non-Institutional Bidders (Non-Institutional Portion) (of which one-third of the Net QIB Portion shall be available for allocation to Anchor Investors) and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

This is an Offer in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in terms of Regulation 5 (1) of the SEBI ICDR Regulations, wherein not more than 50% of the Net Offer 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 ('Anchor Investor Portion'), out of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds or above the price at which allocation is made to Anchor Investors ('Anchor Investor Allocation Portion'), in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or no allocation to the Anchor Investor Portion, the balance Equity Shares shall be allocated to the Net QIB Portion (of which one-third of the Net QIB Portion shall be available for allocation to Anchor Investors) and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders ('Non-Institutional Portion') (of which one-third of the Non-Institutional Portion shall be reserved for Bidders with an application size between ₹ 0.20 up to ₹ 1.00 million and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size exceeding ₹ 1.00 million) and under-subscription in either of these two sub-categories of Non-Institutional Portion will be allocated to Bidders in the sub-category of Non-Institutional Portion, subject to valid Bids being received at or above the Offer Price and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ('ASBA') process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self-Certified Syndicate Bank ('SCSB') or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA Process. For further details, see 'Offer Procedure' on page 387 of the R

