HP, DELL, LENOVO AMONG 38 FIRMS TO APPLY FOR IT HARDWARE PLI



THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY AND IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE TO SECURITIES.
NOT FOR RELEASE PUBLICATION OR DISTRIBUTION DIRECTLY OR INDIRECTLY, OUTSIDE INDIA. THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MANIBOARD PLATFORM OF THE STOCK EXCHANGES IN COMPLIANCE WITHIN CHAPTER I OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED ("SEBI ICOR REGULATIONS").

# RISHABH INSTRUMENTS LIMITE



## OUR PROMOTER: NARENDRA JOHARIMAL GOLIYA

INITIAL PUBLIC OFFERING OF UP TO [ •] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF RISHABH INSTRUMENTS LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASHAT A PRICE OF ₹ [ •] PER EQUITY SHARES (INCLUDING A SHARE PREMIUM OF ₹ [ •] PER EQUITY SHARES SHARES AGGREGATING UP TO ₹ [ •] MILLION, COMPRISHOR UP TO ₹ [ •] MILLION, UP TO \$17,500 EQUITY SHARES SHA dra Joharimal Goliya, where Narendra Joharimal Goliya is the second holder." Through its karta, Narendra Joharimal Goliya

DETAILS OF THE OFFER FOR SALE			
Name of Selling Shareholder	Type	No. of Equity Shares offered	WACA per Equity Share (in ₹)
Asha Narendra Goliya <sup>in</sup>	Promoter Group	Up to 1,500,000	0.10
Rishabh Narendra Goliya <sup>ra</sup>	Promoter Group	Up to 400,000	0.03
Narendra Rishabh Goliya (HUF)"	Promoter Group	Up to 517,500	0.13
SACEF Holdings II	Investor	Up to 7,010,678	89.56

"As certified by Shah & Mantri, Chartered Accountants, pursuant to their certificate dated August 23, 2023. "Jointly held Equity Shares with Navendra Joharimal Gollya, where Navendra Joharimal Gollya is the second holder." Through its karta, Navendra Joharimal Gollya.

We design, develop, manufacture and supply: (a) electrical automation devices; (b) metering, control and protection devices; (c) portable test and measuring instruments; and (d) solar string inverters. In addition, we manufacture and supply aluminium high pressure die casting through our Subsidiary, Lumel Alucast.

The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations.

QIB Portion: Not more than 50% of the Offer • Non-Institutional Portion: Not less than 15% of the Offer • Retail Portion: Not less than 35% of the Offer PRICE BAND: ₹418 TO ₹441 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH

THE FLOOR PRICE IS 41.80 TIMES AND THE CAP PRICE IS 44.10 TIMES THE FACE VALUE OF THE EQUITY SHARES THE PRICE TO EARNING RATIO AT THE FLOOR PRICE IS 32.76 TIMES AND AT THE CAP PRICE IS 34.56 TIMES BASED ON DILUTED EPS AS PER RESTATED CONSOLIDATED FINANCIAL INFORMATION FOR THE FISCAL ENDED 2023 BIDS CAN BE MADE FOR A MINIMUM OF 34 EQUITY SHARES AND IN MULTIPLES OF 34 EQUITY SHARES THEREAFTER

In accordance with the recommendation of Independent Directors of our Company, pursuant to their resolution dated August 24, 2023, 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 transactions, as applicable, disclosed in the 'Basis for Offer Price' section on page 149 to 153 of the RHP.

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

#### **RISKS TO INVESTORS:**

- 1. Concentration risk: We are dependent on our Poland Manufacturing Facility II and in Fiscals 2023, 2022 and 2021, it manufactured 62.73%, 58.25% and 59.18%, respectively, of the total products with a capacity utilisation of 73.70%, 64.81% and 66.95%.
- 2. Our business is dependent on our Manufacturing Facilities. In Fiscals 2023, 2022 and 2021, our Nashik Manufacturing Facility I manufactured 17.45%, 19.67% and 14.30% and our Poland Manufacturing Facility II manufactured 62.73%, 58.25% and 59.18%, respectively, of the total products.
- We propose to utilise ₹ 628.86 million of the Net Proceeds of the Offer towards Expansion of Nashik Manufacturing Facility I and we have not entered into any definitive arrangements to utilise certain portions of the Net Proceeds of the Offer.
- 4. Customer concentration risk: In Fiscals 2023, 2022 and 2021, revenue from our top 10 customers were ₹ 1,817.91 million, ₹ 1,128.04 million and ₹ 1,030.39 million, respectively, representing 31.92%, 23.99% and 26.42%, respectively, of our total revenue from operations.
- 5. Product Liability: We may lose our customers and may be subject to product liability claims or claims alleging deficiency in service. One of our customers, in April 2022, issued a legal notice to our Company for alleged failure to adhere to their quality standard and technical hurdles faced in relation to the certain products supplied by our Company and have thereafter, ended their association/ relationship with us.
- 6. We are yet to capitalise on the development of the American National Standards Institute current transformers in the United States and/or acquire new customers in the United States pursuant to such product development.

- 7. Dependence on Subsidiaries: Our Subsidiaries contributed ₹ 3,995.57 million, ₹ 3,391.27 million and ₹ 2,793.55 million representing 67.09%, 72.12% and 71.64% of our total revenue from operations in Fiscals 2023, 2022 and 2021, respectively.
- 8. Dependence on semiconductors availability: We source microcontroller semiconductor chips as an input for our manufacturing operations. Shortages in the supply of semiconductors have had, and may continue to have, a material adverse effect on the industry and on our results of operations and financial condition.
- 9. The three BRLMs associated with the Offer have handled 20 public issues in the past three years, out of which 7 issues closed below the IPO price on listing date.

Name of BRLMs	Total public issue	Issues closed below IPO price on listing date
DAM Capital Advisors Limited*	12	4
Mirae Asset Capital Markets (India) Private Limited*	NIL	NIL
Motilal Oswal Investment Advisors Limited*	7	2
Common issues handled by the BRLMs	1	1
Total	20	7

\*Issues handled where there were no common BRLMs

10. The Offer Price, our Market Capitalization to Revenue, Market Capitalization to Earnings and Enterprise value to EBITDA of our Company and return on net worth may not be indicative of the market price of the Equity Shares on listing or thereafter.

Market capitalization to revenue from operations (Fiscal 2023) multiple at the Cap Price (number of times)	Ratio (based on Fiscal 2023 diluted EPS)	Nifty Fifty P/E ratio*	Weighted average return on networth for the last three financial years (%)
2.94	34.56	22.39	12.38

\*As on August 17, 2023

Particulars (for Fiscal 2023)	Ratio vis-à-vis Floor Price of ₹ 418	Ratio vis-à-vis Cap Price of ₹ 441
	(In multiples, unless otherwise specified)	
Market capitalization to revenue from operations	2.79	2.94
Market capitalization to earnings (profit after tax)	32.01	33.69
Enterprise value to EBITDA	18.39	19.36
Price-to-earnings ratio (Basic EPS)	32.55	34.35
Price-to-earnings ratio (Diluted EPS)	32.76	34.56

11. Details of weighted average cost of acquisition of all Equity Shares transacted in last 3 years, 18 months and one year, preceding the considered towards determining the acquisition price.

date of RHP:			
Period prior to date of filing of the Red Her- ring Prospectus	Weighted Average Cost of Acquisition (₹)*		Range of acquisition price: Lowest Price – Highest Price (₹)*
Last One year	29.02	15.20	0-174.10
Last 18 months	29.02	15.20	0-174.10
Last Three years	29.02	15.20	0-174.10

\*As certified by Shah & Mantri, Chartered Accountants by the way of their certificate dated August 23, 2023.

12. Weighted average cost of acquisition compared to Floor Price and

Past transactions	WACA (in ₹)	Floor Price in ₹ 418	Cap Price in ₹ 441
WACA of Primary Issuances during 18 months prior to RHP (excluding issuance of bonus shares)	89.56*	4.67 times	4.92 times
WACA of Secondary Transactions during 18 months prior to RHP (excluding gifts)	Not applicable	Not applicable	Not applicable

\* 3,606,110 CCPS were acquired by SACEF on September 17, 2013 at a price of ₹ 174.10 per CCPS. Pursuant to a resolution passed by the Board of Directors of the Company dated July 24, 2023, and a resolution passed by the shareholders of the Company dated July 25, 2023, the CCPS have been converted into 7,010,278 Equity Shares of ₹ 10 each. Hence, for the purposes of the table above, the date of conversion of the CCPS into Equity Shares has been considered as the date of acquisition and the original cost of acquiring the CCPS has been

#### BID/ OFFER **PROGRAMME**

### **BID/ OFFER OPEN**

### BID/ OFFER CLOSES ON FRIDAY, SEPTEMBER 1, 2023(1)(2)

\*Our Company in consultation with the BRLUK: may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.
\*\*UPI mandate and time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

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

THE EQUITY SHARES OF OUR COMPANY WILL GET LIST
In case of any revision in the Price Band, the Bid Offer Period shall be extended for all least three additional Working Days after such revision of the Price Band, subject to the folial Bid/Offer Period chooseding 10 Working Days. In case of force majoure, bening shifts or similar circumstances, our Company in consultation with the BRUMS or reasons to be recorded in writing, cated the Bid of Offer Period of a minimar of three Working Days, subject to the BID Offer Period company in consultation with the BRUMS. Any revision in the Price Band, and the swinced BID Offer Period, of applicable, shall be widely disserimated by notification to the Shock Exchanges by lessing a press release and also by indicating the change on the working of the BRUMS and at the lamination of the Byding of t

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Diruct Taxes notification dated February 13, 2020 and the subsequent press releases, including press release dated June 25, 2021, September 17, 2021, March 28, 2023 and any subsequent press releases in this

regard.
CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company,
invasions are requested to see "Mistory and Certain Corporate Matters" beginning on page 287 of the RHP. The Memorandum of Association of our Company is a
material document for respection in relation to the Office. For informaticis, see "Material Contracts and Documents for Inspection" beginning on page 502 of the RP.P.

\*\*Institute of Company in Proceedings of the Contracts and Documents for Inspection" beginning on page 502 of the RP.P.

\*\*Institute of Company in Proceedings of Company in Proce

Interesting and the expension in relation to the Offer, For further obtains, see "maternar corns and the Comment for inspection in relation to the Offer, For further obtains, see "maternar corns and the Comment for inspection in relation to the Offer For further obtains, see "maternar corns and the Comment for inspection of the Commen

An invited in to 3,280,878 Equily Shares of box value of 17 or ach. For details of the capits structure of our Company, see "Capital Structure Design ing on page 101 of the PLANES OF THE INTIAL SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AND THE NUMBER OF SECURITY SHARES SUBSCRIBED WAY THEM THE INITIAL SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AND THE NUMBER OF SECURITY SHARES SUBSCRIBED WAY THEM THE INITIAL SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AND THE NUMBER OF SECURITY SHARES SUBSCRIBED WAY THEM THE INITIAL SIGNATORIES TO THE SECURITY SHARES SUBSCRIBED WAY THEM THE INITIAL SIGNATORIES OF THE SECURITY SHARES SUBSCRIBED WAY THEM THE INITIAL SIGNATORIES OF THE SECURITY SHARES SUBSCRIBED WAY THEM THE INITIAL SIGNATORIES OF THE SECURITY SHARES SUBSCRIBED WAY THE WAY THE INITIAL SIGNATORIES OF THE SECURITY SHARES SUBSCRIBED WAY THE SECURITY SHARES SUBSCRIBED WAS THE SECURITY SHARES SUBSCRIBED WA

ASBA\* | Simple, Safe, Smart way of Application!!!

\*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to offers by simply blocking the fund the bank account. For further details, check section on ASBA

Mandatory in public issues. No cheque will be accepted



UPI-Now available in ASSA for all individual investors applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. UPI Bidders also have the option to submit the application directly to the ASSA 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 its initiated to the PRAIL Bidders must necessary and the subsequent press releases, including press release dated use 2, 2021 read with press releases dated sets September 17, 2021.
ASSA has to be suited by the investors except Androin Press releases dated sets September 17, 2021.
ASSA has to be process, please refer to the desiting syndyctation Form and abridged prospects and also please refer to the section "Offer Procedure" on page 483 of the RPID TR process; is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Decument. The BIC Cum Application Form and the Abridged Prospecture on the website of SESI. Limited ("BSE") and National Stock Exchanges 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 SESI at www.readi-gov/in/setweb/chro/OtherAction.do/YofeRecognizedFip-yesErminid-3, respectively as optional from the list of Limited ("BSE") and repulse and about the requirements of SESI and recitive applications whose names application whose policies and recitive applications whose relative applications whose relative applications whose names and recommended the procedure on the website of SESI as well as the control of the Action Advanced Computed ("Psec and a publication of the Action Advanced Computed ("Psec and a publication and a publication and a publication and a

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DAM Capital Advisors Limited One BKC, Tower C, 15° Floor, Unit Ni Bandra Kurla Complex, Bandra (East Nutral 400 051 Maharashtra, India Tel: +91 22 4202 2500 Mumbai 400 051 Maharashtra, India Tel: +91 22 4202 2500 E-mail: rishabh joo@damoaptal.in Investor Grievance E-mail: complaint@dan Website: www.damoaptal.in Contact Person: Gurjan Jain SEBI Registration No.: MB/INN000011336 MIRAE ASSET

Capital Markes
Mirae Asset Capital Markets (India) Private Limited
1° Floor, Tower 4, Equinou Susiness Park
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Murities 400 (20), Molareshiva, India
E-mail: fishabit Ipo@imiseassolom.com
Website: https://orn.miraessolom.com/
Investor grievance e-mail: mbruvestors@miraeassetcm.com
Centact\_person: Rohan Monon
SEBI registration no.: INMI00012485

BOOK RUNNING LEAD MANAGERS

# INVESTMENT BANKING

Motilal Oswal Investment Advisors Limited 10\* Floor, Motilal Oswal Tower, Rahimfullah Sayani Road, Opposite Parel ST Depot, Prabhadevi Mumbei 400 025 Maharashtra, India Tel: +91 22 7193 4380

E-mail: rishabh.ipo@motilaloswal.com
Website: www.motilaloswal.com

REGISTRAR TO THE OFFER

# KFINTECH

rvanev emgude, Sentingampelly, Hyderabad, Rangareddy 500 032 Tefangana, India Tel: +91 40 6716 2222; E-mail: rishabh.ipo@kfintach.com Website; www.kfintach.com

Website: www.kfintech.com Investor Grievance E-mail: einward.ris@kfintech.com Contact Person: M Mural Krishna SEBI Registration No: INR000000221; CIN: U72400TG2017PLC117649

F-31, MIDC, Satpur, Nashik 422 007 Maharashtra, India. Tel: +31 253 220 2183; E-mail: cs@nishabh.co.in; Website: www.rishabh.co.in
seters may contact the Company Secretary and Compliance Officer of the Registrar to the Offier in case of any pre-Offier or post-Offer related grevances including non-receipt of letters of Albitment, non-credit of Albitmed Equity Shares in the respective beneficiary account, non-receipt of refund orders on-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs.

ANALIABILITY OF THE RPH. Investorian are advanced to report to the RPP and the Register (See Factors') beginning on page 31 of the RPP and the apply of the RPP and t

Capital Market Services Ltd., Kotak Securities Ltd., LVP Securities Ltd., Navama Wealth and Investment Ltd., Praibudes Litather PMLtd. Pravin Ratifiel Share And Stock Brokers Ltd., Religater Broking Ltd., RE Equity Brokers Pvt. Ltd., SBICAP Securities Ltd., SMC Global Securities Ltd., SSC Corporate Securities Ltd., TradeButis Securities (PLtd., and Securities Ltd., SSC Corporate Securities Ltd., TradeButis Securities (PLtd., and Securities Ltd., SSC Corporate Securities Ltd., TradeButis Securities (PLtd., and Securities Ltd., SSC Corporate Securities Ltd., TradeButis Securities Ltd., SSC Corporate Securities Ltd., TradeButis Securities Ltd., SSC Corporate Securities Ltd., SSC Corporate Securities Ltd., TradeButis Securities Ltd., SSC Corporate Securities Ltd., SSC

Company Secretary & Co

RISHABH INSTRUMENTS LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of regulate approvals, market conditions and other considerations, to undertake on initial public offer of its Equity Shares and has filed the RHP with ROC on August 23, 2023. The RHP is available on the website of SEBI at www.besited givin, websites of the Stock Exchanges is a. BSE at www.besindia.com and Nis available on the websites of the BRILLS, i.e. DAM Capital Advisors Unitided at www.dem.capitalin, Nirre Asset Capital Markets (India) Private Limited at https://cim.mineasses.com/in and high religions of the RHP is available on the websites of the BRILLS, i.e. DAM Capital Advisors Unitided at www.dem.capitalin, Nirre Asset Capital Markets (India) Private Limited at https://cim.mineasses.com/in and high religions of the RHP and should refer to the RHP brit further details in relation to the Ord. Potential investors in the RHP is a detail of the RHP and should refer to the RHP brit further details in relation to the Ord. Potential investors in the RHP is a detail of the RHP and should refer to the RHP brit further details in relation to the Ord. Potential investors in the RHP is a detail of the RHP.

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