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(Please scan this QR codeto view the Red Herring Prospectus)

MANGLAM INFRA & ENGINEERING LIMITED

Corporate Identity Number: U43900MP2023PLC066771

Our Company was originally formed as partnership firm under the Indian Partnership Act, 1932 in the name and style of “Manglam Associates” pursuant to partnership deed dated February 17, 2010, between Yogendra Kumar Singh, Ajay Verma, Nisha Singh and Seema Verma having its principal place of business at H.NO.46, Nikhil Nestles Jatkhedi, Hoshangabad road, University (Bhopal), Bhopal, Huzur, Madhya Pradesh-462026, India on the terms and conditions contained in the said partnership deed (as amended). Further, the partnership firm was converted into Public Limited Company “Manglam Infra & Engineering Limited” on July 20, 2023, pursuant to Part I of Chapter XXI of the Companies Act, 2013 vide certificate of incorporation issued by Registrar of Companies, Central Registration Centre. The CIN of the Company is U43900MP2023PLC066771. For details of incorporation, change of name and registered office of our Company, please refer to chapter titled “General Information” and “History and Certain Corporate Matters” beginning on page 54 and 154 respectively of the Red herring Prospectus.

Registered office: H.NO.46, Nikhil Nestles Jatkhedi Hoshangabad Road, University (Bhopal) Huzur, Bhopal - 462026, Madhya Pradesh, India
Corporate Office: E-8/31, Area Colony, Near Bus Stop No.12, Bhopal-462 039, Madhya Pradesh, India

Tel: +0755- 2569877/4289475; E-mail: cs@manglaminfra.com; Website: www.manglaminfra.com; Contact Person: Neha Jain, Company Secretary and Compliance Officer

OUR PROMOTERS: AJAY VERMA, YOGENDRA KUMAR SINGH, SEEMA VERMA AND NISHA SINGH

THE ISSUE IS BEING MADE INACCORDANCE WITH CHAPTER IX OF THE SEBI ICDR REGULATIONS (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON SME PLATFORM OF NSE (NSE EMERGE)

THE ISSUE

INITIAL PUBLIC ISSUE OF UP TO 49,32,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF MANGLAM INFRA ENGINEERING LIMITED (“COMPANY”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING UP TO ₹ [●] LAKHS OF WHICH UP TO 5,24,000 EQUITY SHARES OF FACE VALUE OF ₹ [●] EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF 44,08,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 28.03% AND 25.05% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

Our Company: We are an infrastructure consultancy company, and our core business is providing project management consultancy services which includes detailed project reports (DPRs), Supervision and quality control (SQC), and operation & maintenance (O & M) for Highways/Roads, Bridges, Tunnels, Buildings/Urban development. We undertake various project independently as well as through Joint ventures and MoUs with other players in this industry.

The Issue is being made in accordance with regulation 229(2) of the SEBI ICDR regulations

QIB category: Not more than 50% of the Net Issue | Non-institutional investor category: not less than 15% of the Net Issue | Retail category: not less than 35% of the Net Issue
Market maker portion: Upto 5,24,000 equity shares or 10.62% of the Issue

PRICE BAND: ₹ 53 TO ₹ 56 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH.

THE FLOOR PRICE IS 5.3 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 5.6 TIMES OF THE FACE VALUE.

BIDS CAN BE MADE FOR A MINIMUM OF 2000 EQUITY SHARES AND IN MULTIPLES OF 2000 EQUITY SHARES THEREAFTER.

RISKS TO INVESTORS:

i.The average cost of acquisition per Equity Share by our Promoters is set forth in the table below:

Sr. No.	Name of Promoters	No. of Equity Shares acquired	Average Cost of acquisition (in ₹ per equity share)
1.	Seema Verma	40,81,500	10
2.	Yogendra Kumar Singh	32,64,000	10
3.	Nisha Singh	31,66,200	10
4.	Ajay Verma	21,52,700	10

and the Issue price at the upper end of the price band is ₹ 56 per Equity Share.

ii.Weighted Average Cost of Acquisition for all Equity Shares transacted in one year, eighteen months and three years preceding the date of the Red Herring Prospectus by all the shareholders:

Period	Weighted Average Cost of Acquisition (in ₹)*	Upper end of the Price band (₹ 56 is ‘X’ times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price - Highest Price (in ₹)
Last 1 year	10	5.6	10-10
Last 18 months	10	5.6	10-10
Last 3 years	10	5.6	10-10

#As certified by our Peer review Auditors, by way of their certificate dated July 17, 2024.

iii.The Price/Earnings ratio based on diluted EPS for Fiscal 2024 for our Company at the upper end of the Price Band is 10.49 times.

iv.Weighted Average Return on Net Worth for fiscals 2024, 2023 and 2022 is 54.10 %

v.The Weighted average cost of acquisition compared to floor price and cap price.

Past Transactions	Weighted average cost of acquisition (₹)	Floor Price ₹ 53	Cap Price ₹ 56
WACA of Primary Issue (except for bonus issue)	10	5.3	5.6
WACA for Secondary sale/ acquisitions not exceeding 5% of the pre issue capital	-	-	-
WACA average cost of acquisition of past primary issuances / secondary in last 3 years.	10	5.3	5.6

vi. We are highly dependent on Government Bodies for our Infrastructure Consultation Projects. Any failure to secure new tenders from this government bodies could adversely affect our business and revenue from operations.

vii.Our revenue and earnings are dependent on the award of new contracts which we do not directly control.

Investors should read the RHP carefully, including the “Risk Factors” on page 31 of the RHP before making any investment decision.

BID/ISSUE PROGRAMME

ANCHOR INVESTOR BID/ ISSUE PERIOD TUESDAY, JULY 23, 2024*
BID/ISSUE OPENS ON WEDNESDAY, JULY 24, 2024
BID/ISSUE CLOSES ON FRIDAY, JULY 26, 2024**

* Our Company, in consultation with the BRLM, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.

** UPI mandate end time and date shall be at 5:00 pm on Bid/Issue Closing Date.

In case of any revision in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid /Issue Period for a minimum of one Working Day, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the respective websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”) read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Portion”), provided that our Company in consultation with the BRLM may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis (“Anchor Investor Portion”). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (“Net QIB Portion”). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, 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 at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% 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 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders, other than Anchor Investors, are required to participate in the Issue by mandatorily utilising the Application Supported by Blocked Amount (“ASBA”) process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see “Issue Procedure” on page 259.

Bidders / Applicants should ensure that DP ID, PAN and Client ID and UPI ID (for RIBs bidding through the UPI mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidder/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID as provided in the Bid cum Application Form, the Bidders/Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to an Issue. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants’ sole risk. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020, and press release dated June 25, 2021.

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 in the bank account. For further details, check section on ASBA below.
Mandatory in Public offers. No cheque will be accepted.

UPI-Now available in ASBA for all individual investors applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. UPI-Now mandatory in ASBA for Retail Individual Bidders (“RIBs”) applying through Registered Brokers, DP & RTA. RIBs 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.
Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021.
*ASBA has to be availed by all the investors. UPI may be availed by Retail Individual Bidders.
For details on the ASBA and UPI process, please refer to the details given in ASBA Form & abridged prospectus and also please refer to the section “Issue Procedure” beginning on page 259 of the RHP. The process is also available on the website of AIBI and Stock Exchange in the General information Document. ASBA Forms can be downloaded from the National Stock Exchange of India Limited (“NSE”) and can be obtained from the list of banks that is displaying on website of SEBI at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to the link: www.sebi.gov.in. Kotak Mahindra Bank Limited has been appointed as Sponsor Bank for the issue in accordance with the requirements of the SEBI Circular dated November 1, 2018, as amended. For UPI related queries, investors can contact NPCI at the toll-free number: 18001201740 and mail Id: ipo.upi@npci.org.in

CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECTS: For information on the main objects and other objects of our Company, see “History and Certain Corporate Matters” on page 154 of the RHP. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section “Material Contracts and Documents for Inspection” on page 319 of the RHP.

LIABILITY OF MEMBERS OF THE COMPANY: Limited by shares.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE: The authorised share capital of the Company is ₹ 20,00,00,000 divided into 2,00,00,000 Equity Shares of ₹ 10 each. The issued, subscribed, and paid-up share capital of the Company before the Issue is ₹ 12,66,47,000 divided into 1,26,64,700 Equity Shares of ₹ 10 each. For details of the Capital Structure, see chapter titled “Capital Structure” beginning on page 64 of the RHP.

NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM: Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed by them at the time of signing of the Memorandum of Association of our Company: Seema Verma - 40,81,500 Equity Shares, Yogendra Kumar Singh - 32,64,000 Equity Shares, Nisha Singh - 31,66,200 Equity Shares, Ajay Verma-21,52,700 Equity Shares, Dinesh Kumar Tripathi-100 Equity Shares, Munish Verma-100 Equity Shares, and Sanika Singh-100 Equity Shares of ₹10 each.

LISTING: The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited (“NSE emerge”) in terms of the Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time. Our Company has received an approval letter dated May 15, 2024, from NSE for using its name in the Offer Document for listing of our shares on the Emerge Platform of NSE. For the purpose of this Issue, the Designated Stock Exchange will be the NSE.


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DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA (“SEBI”): Since the issue is being made in terms of chapter IX of the SEBI (ICDR) Regulations, 2018, the Red Herring Prospectus has been filed with SEBI. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Offer Document. Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire Disclaimer Clause of SEBI beginning on page 237 of the Red Herring Prospectus.

DISCLAIMER CLAUSE OF NSE (“NSE EMERGE”) (THE DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by NSE should not in any way be deemed of construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 239 of the RHP for the full text of the Disclaimer Clause of NSE.

TRACK RECORD OF BOOK RUNNING LEAD MANAGER: The Merchant Banker associated with the issue has handled 10 public issues in past three years.

GENERAL RISK: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” beginning on Page 31 of this Red Herring Prospectus.

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE	COMPANY SECRETARY & COMPLIANCE OFFICER
<div></div> <div>UNISTONE CAPITAL PRIVATE LIMITED A/305, Dynasty Business Park Andheri-Kurla Road, Andheri East, Mumbai - 400 059. Telephone: 022 4604 6494 Email: mb@unistonecapital.com Investor grievance email: compliance@unistonecapital.com Contact Person: Brijesh Parekh Website: www.unistonecapital.com SEBI registration number: INM000012449 CIN: U65999MH2019PTC330850</div>	<div></div> <div>BIGSHARE SERVICES PRIVATE LIMITED S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra, India Telephone: +91 22- 6263 8200 Email: ipo@bigshareonline.com Contact Person: Vinayak Morbale Website: www.bigshareonline.com SEBI Registration Number: INR000001385 CIN: U99999MH1994PTC0765346</div>	<div>Neha Jain Manglam Infra & Engineering Limited H.NO.46, Nikhil Nestles Jatkhedi Hoshangabad Road, University (Bhopal) Huzur, Bhopal - 462026, Madhya Pradesh, India Tel No.: + 0755- 2569877/4289475 Website: www.manglaminfra.com Email id: cs@manglaminfra.com</div> <div>Investors can contact the Company Secretary and Compliance Officer, BRLM or the Registrar to the Issue in case of any pre- issue or post issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode.</div>

AVAILABILITY OF RHP: Investors should note that investment in Equity Shares involves a high degree of risk and investors are advised to refer to the Red Herring Prospectus and the Risk Factor contained therein, before applying in the Issue. Full copy of the Red Herring Prospectus shall be available at the website of Stock Exchange www.nseindia.com, the website of Book Running Lead Managers www.unistonecapital.com and from the Registered Office of the Company.

AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-Cum-Application forms can be obtained from the Registered Office of the **Company: Manglam Infra & Engineering Limited** (Telephone: + 0755 4289475) **BRLM: Unistone Capital Private Limited** (Telephone: 022-4604 6494) **Syndicate Member: Giriraj Stock Broking Private Limited** (Telephone: 033-40054519 / 9547473969), Registered Brokers, RTA and CDPs participating in the Issue. Bid-cum-application Forms will also be available on the websites of, NSE (www.nseindia.com) and the designated branches of SCSBs, the list of which is available at websites of the Stock Exchange and SEBI.

SYNDICATE MEMBER: Giriraj Stock Broking Private Limited

BANKERS TO THE ISSUE/ SPONSOR BANK / ESCROW COLLECTION BANK / PUBLIC ISSUE BANK / REFUND BANK: HDFC Bank Limited

UPI: UPI Bidders can also Bid through UPI Mechanism

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For **MANGLAM INFRA & ENGINEERING LIMITED**
On Behalf of the Board of Directors
Sd/-
Ajay Verma
Managing Director

Place: Bhopal
Dated: July 17, 2024

MANGLAM INFRA & ENGINEERING LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the RHP with Registrar of Companies, Gwalior, Madhya Pradesh on July 17, 2024. The RHP shall be available on the website of the BRLM to the issue at www.unistonecapital.com and websites of NSE i.e. www.nseindia.com. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see section titled “Risk Factors” beginning on page 31 of the RHP. Potential investors should not rely on the DRHP for making any investment decision.

The Equity Shares offered in the issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable U.S. state securities laws. There will be no public offering in the United States and the securities being offered in this announcement are not being offered or sold in the United States.

50 years of
opinion that
shapes opinions.

