



सहायक प्रबंधक Assistant Manager

RAC-निर्गम एवं सूचीबद्धता प्रभाग-2/RAC-Division of Issues and Listing-2

निगम वित्त विभाग/Corporation Finance Department

दूरभाष सं./Phone: +91 22 2644 9941

ई-मेल/Email: shivanig@sebi.gov.in

July 18, 2024

सेबी/सीएफडी/RAC-डीआईएल2/P/OW/2024/23308/1
SEBI/HO/CFD/RAC-DIL2/P/OW/2024/23308/1

Sarathi Capital Advisors Private Limited

401, 4th Floor, Manek Plaza, 167,
Vidyanagari Marg, Kalina,
Santacruz (E), Mumbai – 400 098,
Maharashtra, India

Kind Attention: Mr. Deepak Sharma/ Mr. Taher Engineer/ Mr. Pankaj Chaurasia

महोदय / महोदया,
Dear Sir / Madam,

विषय /Sub: Stallion India Fluorochemicals Limited का प्रस्तावित आईपीओ /Proposed IPO of Stallion India Fluorochemicals Limited (Issuer Company)

उपरोक्त से संबंधित प्रारूप प्रस्ताव दस्तावेज (ड्राफ्ट ऑफर डॉक्यूमेंट), भारतीय प्रतिभूति और विनिमय बोर्ड (सेबी) द्वारा मांगे गए स्पष्टीकरणों और उसके संबंध में दिए गए उत्तरों के संदर्भ में, यह सूचित किया जाता है कि इनकी जाँच करने पर यह पाया गया है कि इनमें कमियाँ हैं / भारतीय प्रतिभूति और विनिमय बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 [सेबी (इश्यू ऑफ कैपिटल एंड डिस्क्लोज़र रिक्वायरमेंट्स) रेग्यूलेशन, 2018] के प्रावधानों और दिए गए अनुदेशों का पालन नहीं किया गया है, और आपके लिए यह जरूरी है कि आप स्टॉक एक्सचेंज और / या कंपनी रजिस्ट्रार के पास प्रस्ताव दस्तावेज दाखिल करने से पहले उन कमियों को दूर करें और संबंधित प्रावधानों तथा दिए गए अनुदेशों का पालन करें। उपरोक्त के संबंध में की गई टिप्पणियों का और जिन शर्तों आदि का पालन किया जाना है, उनका जिक्र संलग्नक 'I' और संलग्नक 'II' में किया गया है। कृपया यह भी नोट करें कि संलग्नक में जो कमियाँ बताई गई हैं / कुछ और प्रकटीकरण (डिस्क्लोज़र) करने की बात कही गई है, यह सब आपको केवल उदाहरण के तौर पर ही बताया गया है। यह सुनिश्चित करने की जिम्मेदारी आपकी है कि सभी और सही प्रकटीकरण किए जाएं।

With reference to the draft offer document in respect of captioned issue, clarifications sought by SEBI and the replies submitted therein, it is stated that on scrutiny of the same, deficiencies / instances of non-compliance of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as SEBI (ICDR) Regulations, 2018) and instructions have been observed.

which are required to be rectified / complied with by you before filing the offer document with the Stock Exchange and/ or ROC. Observations on the captioned issue and other conditions to be complied with are indicated in Annexure 'I' and 'II'. It may be noted that the deficiencies / requirement of additional disclosures listed in the Annexure are merely illustrative and not exhaustive. It is your responsibility to ensure full and true disclosures.

1. बुक रनिंग लीड मैनेजर होने के नाते, आप यह सुनिश्चित करेंगे कि स्टॉक एक्सचेंज / कंपनी रजिस्ट्रार के पास प्रस्ताव दस्तावेज दाखिल करने से पहले संलग्नक में दी हुई टिप्पणियों / शर्तों आदि के अनुसार प्रस्ताव दस्तावेज में बदलाव कर लिए जाएं। कंपनी रजिस्ट्रार / स्टॉक एक्सचेंज के पास अंतिम प्रस्ताव दस्तावेज दाखिल करने से पहले आपको हमें एक पत्र भेजकर इस बात की पुष्टि करनी होगी कि अपेक्षानुसार बदलाव कर लिए गए हैं और साथ ही यह भी बताना होगा कि प्रत्येक टिप्पणी / शर्त आदि के अनुसार बदलाव कैसे किए गए हैं। इसके अलावा और कोई भी बदलाव सेबी से लिखित सहमति लिए बिना नहीं किए जाएंगे।

As Book Running Lead Manager (LM), you shall ensure that all changes are effected based on the observations/ conditions contained in the Annexure before you file the offer document with the stock Exchange/ ROC. A letter confirming these changes and explaining, in seriatim, the manner in which each observation / condition has been dealt with along with your comments should be submitted to us, before filing the final offer document with ROC / Stock Exchange. **NO FURTHER CHANGES SHOULD BE EFFECTED WITHOUT SPECIFIC WRITTEN CONSENT OF SEBI.**

2. यह स्पष्ट किया जाता है कि भारतीय प्रतिभूति और विनियम बोर्ड (सेबी) के पास प्रस्ताव दस्तावेज (ऑफर डॉक्यूमेंट) दाखिल करने का अर्थ किसी भी तरह से यह न लगाया जाए कि सेबी द्वारा इसे मंजूरी प्रदान कर दी गई है। सेबी न तो इस बात की कोई जिम्मेदारी लेता है कि जिस स्कीम या परियोजना (प्रोजेक्ट) के लिए निर्गम (इश्यू) लाए जाने का प्रस्ताव है उसकी वित्तीय स्थिति अच्छी है और न ही इस बात की जिम्मेदारी लेता है कि प्रस्ताव दस्तावेज में दी गई जानकारी या व्यक्त की गई राय सही है। अग्रणी प्रबंधकों (लीड मैनेजर्स) ने यह प्रमाणित किया है कि प्रस्ताव दस्तावेज में जो प्रकटीकरण (डिस्क्लोज़र) किए गए हैं वे मोटे तौर पर पर्याप्त हैं और जो प्रकटीकरणों (डिस्क्लोज़र) तथा निवेशक संरक्षण के संबंध में उस समय लागू सेबी के विनियमों के प्रावधानों के अनुसार किए गए हैं। अग्रणी प्रबंधक यह भी सुनिश्चित करेंगे कि ऐसा भारतीय प्रतिभूति और विनियम बोर्ड [पैंजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 [सेबी (इश्यू ऑफ कैपिटल एंड डिस्क्लोज़र रिक्वायरमेंट्स) रेग्यूलेशन्स, 2018] के अनुसार भी किया जाए। ऐसा करना इसलिए जरूरी है, ताकि निवेशक प्रस्तावित निर्गम (इश्यू) में निवेश करने के संबंध में सोच-समझकर निर्णय ले सकें।

It is to be distinctly understood that submission of offer document to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the offer document. The LMs have certified that the disclosures made in the offer Document are generally adequate and are in conformity with SEBI regulations for disclosures and investor protection in force for the time being. The LMs are advised to ensure the same with respect to SEBI (ICDR) Regulations, 2018. This requirement is to facilitate investors to take an informed decision for making investment in the proposed issue.



3. यह भी पूरी तरह से स्पष्ट किया जाता है कि यद्यपि इस बात की जिम्मेदारी मुख्य रूप से निर्गमकर्ता (इश्युअर) कंपनी की होती है कि प्रस्ताव दस्तावेज में समस्त जरूरी जानकारी प्रकट की जाए और जो सही और पर्याप्त हो, फिर भी अग्रणी प्रबंधकों (लीड मैनेजर्स) से अपेक्षित है कि वे यह सुनिश्चित करने के लिए पूरी तत्परता (ड्यू डिलिजेंस) बरतें कि कंपनी अपनी जिम्मेदारियाँ सही ढंग से निभाए, और इसी उद्देश्य से अग्रणी प्रबंधकों ने भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेन्ट बैंककार) विनियम, 1992 [सेबी (मर्चेन्ट बैंकर्स) रेग्यूलेशन्स, 1992] के अनुसार सेबी के पास पूरी तत्परता बरते जाने के संबंध में तारीख 11 May, 2022 का प्रमाणपत्र (ड्यू डिलिजेंस सर्टिफिकेट) प्रस्तुत किया है।

It should also be clearly understood that while the Issuer Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the offer document, the LMs are expected to exercise Due Diligence to ensure that the Company discharges its responsibility adequately in this behalf and towards this purpose, the LMs have furnished to SEBI a Due Diligence Certificate dated August 10, 2022, in accordance with SEBI (Merchant Bankers) Regulations, 1992. It should also be clearly understood that while the Issuer Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the offer document, the LMs are expected to exercise Due Diligence to ensure that the Company discharges its responsibility adequately in this behalf and towards this purpose, the LMs have furnished to SEBI a Due Diligence Certificate dated August 06, 2022, in accordance with SEBI (Merchant Bankers) Regulations, 1992.

4. हालाँकि, कंपनी प्रस्ताव दस्तावेज दाखिल कर देने से ही कंपनी अधिनियम, 2013 की धारा 34 के तहत दी गई किसी भी बाध्यता से मुक्त नहीं हो जाती या वह कानूनी प्रावधानों के अनुसार ली जाने वाली मंजूरी या ऐसी कोई अन्य मंजूरी लेने से मुक्त नहीं हो जाती, जो प्रस्तावित निर्गम के संबंध में लेनी जरूरी हो। हालाँकि, सेबी प्रस्ताव दस्तावेज में कोई अनियमितता या कमी पाए जाने पर कभी भी अग्रणी प्रबंधकों के खिलाफ कार्रवाई कर सकता है।

The filing of offer document does not, however, absolve the company from any liabilities under Section 34 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed issue. SEBI further reserves the right to take up, at any point of time, with the LMs any irregularities or lapses in offer document.

5. किसी भी प्रचार सामग्री या विज्ञापन में ऐसा कुछ भी उल्लेख नहीं किया जाएगा, जो प्रारूप प्रस्ताव दस्तावेज (ड्राफ्ट ऑफर डाक्यूमेंट) में दी गई जानकारी से भिन्न हो। इस संबंध में आपका ध्यान विशेष रूप से कंपनी अधिनियम, 2013 की धारा 36 के प्रावधानों की ओर आकर्षित किया जाता है।

Any publicity materials / advertisements should not contain matters extraneous to the information contained in the draft offer document. Attention is specifically drawn to the provisions of Section 36 of the Companies Act, 2013.

6. अग्रणी प्रबंधक यह सुनिश्चित करें कि भारतीय प्रतिभूति और विनियम बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 के विनियम 25(1) और अनुसूची- III के अनुसार उपरोक्त निर्गम (इश्यू) के संबंध में फाइलिंग फीस की गणना किस प्रकार की गई है उसका एक विस्तृत विवरण, यथास्थिति,

कंपनी रजिस्ट्रार के यहाँ प्रॉस्पेक्टस दाखिल किए जाने के सात दिनों के भीतर / स्टॉक एक्सचेंज के पास प्रस्ताव-पत्र (लेटर ऑफ ऑफर) दाखिल किए जाने के सात दिनों के भीतर, सेबी के पास प्रस्तुत कर दिया जाए और साथ ही अब तक अदा की गई फाइलिंग फीस का ब्यौरा भी दिया जाए।

The LMs are advised to ensure that a detailed calculation of filing fees in relation to the captioned issue in terms of regulation 25(1) and Schedule III of the SEBI (ICDR) Regulations, 2018 is submitted to SEBI within seven days of filing the Prospectus with ROC/ within seven days of filing the Letter of Offer with the stock exchange, as the case may be, along with details of filing fees paid till date.

आपने जो फीस अदा की है, यदि वह वास्तव में अदा की जाने वाली फीस से कम हो, तो ऐसे में अग्रणी प्रबंधक यह सुनिश्चित करेंगे और इस बात की पुष्टि करेंगे कि सेबी को शेष फीस अदा किए जाने के संबंध में इन विनियमों की अनुसूची-III के प्रावधानों का पालन किया गया है।

If filing fees paid by you is less than the actual fees required to be paid, the LMs are advised to ensure and confirm compliance with the provisions of Schedule III of the said Regulations in regard to payment of the balance fees to SEBI.

आपने जो फीस अदा की है, यदि वह वास्तव में अदा की जाने वाली फीस से अधिक हो, तो ऐसे में आप सेबी को सूचित करेंगे कि कितनी फीस लौटाई जानी है, साथ ही आप यह भी बताएंगे कि आपने लौटाई जाने वाली फीस की रकम की गणना कैसे की है और सेबी को किसके नाम पर चेक जारी करना होगा।

If filing fees paid by you are more than the actual fees required to be paid, you are advised to inform SEBI about the amount to be refunded, along with detailed calculation of amount refundable and name of the person in whose favour, the cheque may be issued by SEBI.

7. प्रस्तावित निर्गम (इश्यू) इस अभिमत पत्र के जारी होने की तारीख से 12 महीनों के भीतर पैसा लगाने (अभिदान करने / सब्सक्रिप्शन) के लिए खोला जा सकता है।

The proposed issue can open for subscription within a period of 12 months from the date of issuance of this observation letter.

8. आपसे अनुरोध है कि इस प्राप्ति के 15 दिवसों के भीतर अपना उत्तर प्रस्तुत करें।

You are requested to submit your response within 15 days of the receipt of this letter.

स्थान /Place: मुंबई /Mumbai


Shivani Gupta
सहायक प्रबंधक
Assistant Manager

Annexure I

OBSERVATIONS

1. Please refer to our letter/email April 16, 2024, April 25, 2024 and LM's letter dated April 24, 2024, April 29, 2024 and all other correspondences exchanged. LM is advised to ensure that the changes made pursuant to our initial clarifications and all correspondences exchanged are duly incorporated in the updated DRHP/ RHP/ Prospectus.
2. LM is advised to ensure that all complaints along with LM's submission shall be made part of "Material Contracts and Documents for inspection" in the offer document. LM is advised to ensure compliance with all the disclosures as stated in its various submissions to SEBI.
3. It may be noted that these observations while referring to a specific chapter or point, however, the LM shall ensure to disclose the same across all pages/chapters where the same/similar matter occurs in the DRHP. The BRLM shall also ensure that these disclosures are made in all filings with SEBI as and when by the BRLM or wherever they are involved in the filing in any manner.
4. LM is advised to ensure that in the entire DRHP, usage of language is lucid, usage of abbreviations is limited, abbreviations to be used in the para, if already quoted in the same page /heading, any expressions, jargons or nomenclatures from other languages or not commonly used, are explained clearly at every place where they are used.
5. LM is advised to ensure that the disclosure of risk factors are based on materiality, to be supported by quantifiable data to bring out the risk and to make cross-reference the exact page no. of DRHP, wherein the details of information has been disclosed.
6. Draft offer document and the offer document, shall not contain any information where no responsibility is taken by the BRLMs or the Issuer Company/ Expert. The Issuer Company / BRLMs shall ensure that the "Industry Overview" section represents a fair and true view of the comparable industry scenario and the same is neither exaggerated nor any underlying assumptions have been omitted for investors to make an informed decision.
7. Sequencing of the chapters in the offer document shall be strictly in terms of the Schedule VI of SEBI (ICDR) Regulations, 2018.
8. The industry report disclaimers (if any) shall be removed from all places of the offer document. LM is advised to include the industry report in the list of material documents for inspection and also provide a link in the offer document for online access of industry report.
9. LM shall ensure to disclose the price at which specified securities were acquired in the last 3 years, by each of the promoters, promoter group, selling shareholders, shareholders entitled with right to nominate directors or any other rights. The following details may be disclosed for such transactions in tabular format – name of acquirer, date of acquisition, number of shares acquired and acquisition price per share.



10. The table of pending litigations should be arranged giving priority to those litigations having material impact on the financials. Also include the details of whether provisioning has been done by the company for the probable liabilities, if any arising out of outstanding litigations and also the quantum of the same, where quantifiable. Mention the amount reflected as Contingent Liabilities with respect to the outstanding litigations, if any. Also, disclose contingent liabilities as a percentage of net worth.
11. LM shall confirm and disclose whether there has been a change in auditor(s) before completion of the appointed term (in any of the past five fiscal years), and the reasons thereof.
12. Risk Factors – Every Risk Factor shall be provided with a cross-reference to the detailed description of the facts/reasons in the DRHP, wherever applicable.
13. The risk factors, to the extent possible, should disclose the specific as well as financial/economic impact on the company rather than being generic.
14. Where Risk Factors portray possible occurrences of certain events or situations, such Risk Factors should also indicate whether such events or situations have actually taken place in the past. If not, it should be clearly mentioned that no such events had happened in the past.
15. When disclosing the status of government approvals in the Risk Factors, LM is advised to include a cross reference with specific page numbers to other sections where the disclosures are made. If approval has a validity, the same shall be mentioned. Consequences of withdrawal of licenses/approval shall be provided.
16. Mention a separate Risk Factor, if any rent, interest, royalty or such other amount payable/paid by the issuer company/subsidiaries to Promoter/Promoter Group/Directors or amount payable under any material agreement, if any, etc. in last three FY and stub period.
17. In Risk Factor relating to existing financing arrangements, confirm whether the company has violated any of the restrictive covenants/events of default or undergone rescheduling for repayment of loans in the past three fiscal years with respect to the debt financing that the company has availed.
18. LM is advised to confirm whether any instance of promoter's personal guarantees and/or company guarantees have been invoked in the past 3 fiscal years and/or loan defaults.
19. LM is advised to add a Risk Factor relating to Related Party Transactions (RPTs), Provide below mentioned details: -
 - i. Confirm whether all RPTs are done on arm's length basis.
 - ii. Confirm whether RPTs taken together for last three fiscal year is more than 10% (for all 3 FYs) of the total transactions of similar nature.
 - iii. If any loan/advances given by issuer/subsidiaries to related parties and guarantees given/securities provided to related parties, mention Risk Factor on recoverability and its effect on the financials of the issuer/subsidiaries.

B.

20. LM is advised to disclose the Outstanding Litigations information in the Summary of the Offer Document section of UDRHP/RHP as per the below format :

Name of Entity	Criminal Proceeding	Tax Proceeding	Statutory or Regulatory Proceeding	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigation	Aggregate amount involved (Rs in million)
Company						
By the Company						
Against the Company						
Directors						
By our Directors						
Against the Directors						
Promoters						
By Promoters						
Against Promoters						
Subsidiaries						
By subsidiaries						
Against Subsidiaries						
*For further details of the outstanding litigation proceedings, see "Outstanding Litigation and Material Developments"						

21. Provide details and specific disclosures with respect to the adverse remarks/ qualifications/ matter of emphasis/ statements by the Statutory Auditor in reports to financial statements, in the Risk Factor. Further, provide the current status of such adverse remarks/ qualifications/ matter of emphasis/ statements by the Statutory Auditor.

22. With respect to acquisitions/slump sale/business transfer agreement made by/entered into by the issuer company//subsidiaries, mention whether an independent valuation report was obtained for the same. If so, the same may be disclosed and included as a material document for inspection. If not, a Risk factor to this effect may be stated along with the fact whether the consideration paid is higher than the valuation obtained, if so, reason thereof. If such transaction happened with related party, same may be stated so. Also, provide details of unsuccessful instances of strategic investment, if any, in past 3 years and effect of the same on profit shall be disclosed.



23. Related Party Transactions – LM is advised to ensure that the names of the related parties have been disclosed, for each transactions and for outstanding balances.
24. LM is advised to incorporate an undertaking that the net proceeds from the issue if utilized for repayment of Borrowings/Loans are not being indirectly routed to promoters, promoter group, group companies, and associates.
25. LM is advised to make consistent usage of the term BRLM; and also include quantitative/financial information in tabular form, wherever possible.
26. LM is advised to ensure that no discrepancies be present in the quantitative data provided in the DRHP/RHP/UDRHP/LM's reply and other key documents.
27. LM is advised to ensure all quantitative information be provided in tabular form and free from discrepancies/errors in all sections for the ease of reading. LM may provide with certainty all the relevant information sought by SEBI till the issue of this observation letter, in the offer document/UDRHP/RHP.
28. Wherever the LM has undertaken to modify the risk factors in its replies, the same shall be duly modified and incorporated in the updated DRHP and RHP.
29. Wherever the LM has mentioned “Noted for compliance” or “Complied with and noted for compliance” in its replies, LM shall ensure that the same are duly complied with.
30. LM is advised to ensure that the usage of funds is as disclosed in the Objects of the Issue and any spill over from the intended objects of the issue to the GCP is not carried out by the issuer company.
31. LM shall ensure compliance with enhanced disclosures in the Price band advertisement as per advisory issued to AIBI vide email dated Nov 15, 2021.
32. LM shall disclose the details of the pledged shares held by the promoters / Issuer Company / its subsidiaries.
33. LM is advised to ensure that all the complaints received by LM/Company or forwarded by SEBI be made part of the material documents for inspection.
34. LM is advised to ensure that relevant disclosures as to all actions/complaints/pending litigations with other Regulatory Authorities are made in RHP.
35. During the interim period of issuance of observation and listing, for all the complaints received by LM/company and complaints forwarded by SEBI, LM is advised to ensure that there is adequate redressal of the complaint and relevant disclosures, if required, are made in the RHP and ensure that disclosure of any other related material information along with the disclosures of the Financial impact of the same, if any is made. Further, LM is advised to incorporate a prominent Risk factor, if required, for such complaints received.



36. LM is advised to update the financial information of the stub period in suitable places in the DRHP.
37. LM is advised to update Industry Overview section with updated recent information, as applicable. Further, all statements that are not verifiable and substantiated with figures shall be deleted.
38. In the offer document including front cover page of DRHP, LM is advised to disclose Face value of equity shares at all relevant places (Fresh Issue, Offer size, etc.)
- 39. Offer Document Summary:**
- LM is advised to provide the organizational chart in this section and the pie-chart for sources of revenue contribution. Further, LM is advised to ensure that Industry overview in offer document summary to be reduced to only 100 words as per Schedule VI of SEBI ICDR Regulations, 2018, LM may include other details in the 'Industry' section.
 - Page 23- Outstanding litigations, LM is advised to ensure that if there are no proceedings, amount involved to be stated as Nil instead of "unquantifiable" in the offer document.
 - Page 19- LM is advised to disclose the business of the company in a clear manner. LM is advised to explicitly state the value addition processes involved for business activity and state the raw material and end product clearly in the sub-section and "Our Business" section.
 - Page 20- Types of Fluorochemicals and Specialty Gases – LM is advised to state the past data to substantiate market growth.
 - Page 20- Market Share of Global Players- LM is advised to state the latest data pertaining to market share and association of Issuer Company with any of the global players.
 - LM is advised to ensure compliance with SEBI direction to AIBI vide email dated July 4, 2023 related to disclosures pertaining to Pre-IPO placement and transaction of shares by promoters and promoter group(s) in the Public Announcement and Price Band Advertisement.
40. LM is advised to ensure that respective denominations of quantitative figures are present in the offer document.
41. LM is advised to mention the operational Key Performance Indicators for the past 3 years in the relevant section.
42. LM is strictly advised to remove excerpts from the commissioned report from all sections except Industry Overview section. LM may provide suitable cross-referencing to exact page no. of the report.

43. Risk Factors :

- a) **All the risk factors are required to be rearranged based on the materiality.**
- b) LM is advised to ensure that every risk factor shall be substantiated with data and /or suitable cross-reference may be provided.
- c) LM is advised to move all risk factors pertaining to actions by relevant regulatory/statuary body under top 15 risk factors.
- d) RF 9 & all other risk factors: LM is advised to disclose the absolute figures along with % figures in tabular format wherever applicable
- e) RF 10: LM is advised to disclose all relevant details of agreement with *Honeywell* including if the agreement is commission-based and has a determined revenue-sharing mechanism. LM is advised to ensure that amount of revenue booked by issuer in terms of this agreement may be disclosed.
- f) RF 11: LM is advised to disclose the sources for funding the working capital requirement.
- g) RF 13: LM is advised to disclose the amount involved in Rupee terms in the title of risk factor and move the risk factor in top 5 risk factors. LM is further advised to disclose the amount withheld by the Issuer Company.
- h) RF 19- LM is advised to disclose each statutory dues separately in tabular form along with key details such as amount involved, no. of employees, etc.
- i) RF 21: LM is advised to refer its reply dated May 16, 2024 and disclose that concerned lease payments have not been made earlier as stated under “*Reason for lease payment not reflecting in the related party transaction*”. LM is advised to ensure that all relevant disclosures as stated in its aforesaid letter are duly disclosed in the offer document.
- j) RF 27- LM is advised to disclose no. of workers involved in the company’s operations for each plant in tabular form.

44. Additional Risk Factors:

- a) LM is advised to include a risk factor in top 20 RFs pertaining to environmental impact of the products manufactured by the Issuer Company.
- b) LM is advised to include a risk factor in top 15 RFs regarding RPTs, % of revenue and purchases from related parties and overall RPTs to be disclosed.
- c) LM is advised to include the standard risk factor pertaining to change in the objects.
- d) LM is advised to insert the Risk Factor with respect to industry report paid/commissioned by the Issuer.



- e) LM is advised to insert the Risk Factor with respect to each of the “Weaknesses” & “Threats” as mentioned on page 130-132 of offer document. LM is also advised to provide adequate details of stated weaknesses/threats on pages 130-132.
- f) LM is advised to insert the Risk Factor with respect to each of the “Major Risks” as mentioned on page 130 of offer document.
- g) LM is advised to insert the following Risk Factor with respect to ASM and GSM in the Offer Documents – “Pursuant to listing of the shares, the Issuer company may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.
- h) LM is advised to include an additional risk factor in top 20 risk factors pertaining to complaints against the company, (if any) from various stakeholders of the company and may include litigations against the promoters and outstanding regulatory proceedings with suitable cross-referencing. LM is advised to ensure that disclosure emanating out of complaints are duly disclosed in all relevant sections in the offer document including the LM’s submission dated July 10, 2024.
- i) LM to provide confirmation that Provident Fund (PF) payment has been made on timely basis for all eligible employees of the issuer/its subsidiaries and if not, include a Risk Factor for the same in top 25 risk factors.
- j) LM is advised to include a risk factor citing that net proceeds used for capital expenditure may not result in increased revenue/profits etc., if applicable.
- k) LM is advised to include a risk factor stating that :
- The present offer details of OFS and Fresh Issue.
 - The company is offering OFS ___’X’___ times of Fresh issue along with selling shareholders’ details in tabular form such as Pre-issue holding, Acquisition cost, Present offer for sale.
 - And that the company is only going to receive funds from fresh issue to be deployed in stated objectives. LM may keep this risk factor in top 10 risk factors category.

45. Our Management:

- a) Page 170- LM is advised to verify the eligibility required for the position of “Executive Director” as per Companies Act and disclose the role of each of the Executive Director in detail.
- b) LM is advised to refer page 184 and verify the details of shareholding of the KMP as stated. LM is advised to verify and disclose rationale for including the shareholding of



MD of the Issuer Company under this sub-section. LM to undertake due-diligence to ascertain if any mistakes in disclosing the shareholding of the KMP.

- c) LM is advised to disclose whether any independent director is also an independent director in any of the subsidiaries or associate companies of the Issuer.

46. Capital Structure:

- a) LM is advised to confirm whether there has been any instance of issuance of equity shares/preferential shares in the past by the issuer Company, the Group Companies or entities forming part of the Promoter Group to more than 49 investors.
- b) Page 69, table under pt. 2 for consideration other than cash- LM is advised to ensure that details of allotment in 2015 (conversion of loan) and 2023 (slump sale) may also be included in the table. LM may also provide cross-reference for Point (5) pertaining to Slum Sale Agreement dated September 30, 2023.
- k) LM is advised to refer its reply dated May 16, 2024 and ensure that relationship and reasons for gifting of shares to *Ms. Geetu Yadav* is disclosed in detail. LM is advised to ensure that all relevant disclosures as stated in its aforesaid letter are duly disclosed in the offer document.
- l) Capital Structure, Page 71: LM is advised to ensure that lock-in requirements are in compliance with relevant provisions of SEBI ICDR Regulations, 2018.
- c) LM is advised to disclose the names of public shareholders along with relationship with the Issuer, respective shareholding and other suitable disclosures on page 74.

47. Our Business:

- a) LM is advised to disclose reasons for increase in revenue from “Cans” in the ‘Our business’ section.
- b) LM is advised to state details of each plant including date of commencement of operations in tabular format.
- c) LM is advised to ensure that reasons for low capacity utilization is disclosed for each plant under capacity utilization table & include a suitable RF for the same.
- d) Page 133, LM is advised to disclose the product mix of each of the categories of gases, details of how the phasing mechanism is followed as stated on page 127 and disclose revenue contribution from each of the gases for past 3 years and stub period.
- e) Page 153, LM is advised to confirm the total no. of employees and disclose the reasons for relatively less no. of employees. Further, LM is advised to disclose how the Issuer Company’s business is managed with the stated employee strength in the section.



- f) RF 21, Page 87 & 155, LM is advised to confirm and disclose whether the location on which all properties/Plants are situated belong to non- agricultural land category. If yes, LM is advised to explain how the same is in compliance.

48. LM is advised to confirm and disclose that the Articles of Association (AoA) does not give any special rights of any kind to any person.
49. Page 62: Key Intermediaries to the Offer- LM is advised to verify and disclose the appointment of Banker to the Offer/Public Offer Bank/... as disclosed in the table.
50. Page 64: Changes in Auditors- LM is advised to disclose the period for which each of the auditor has been engaged, in the table.
51. Basis for Offer Price - Page 100: LM is advised to redraft the title of qualitative factors and substantiate the same with relevant financial information in tabular form for past 3 years and stub period. Further, LM is advised to refrain from using terms such as "Track record", "Diversified", etc.

52. Legal and Other Information :

- a) LM is advised to identify and include risk factor for material litigation which may adversely affect the company.
- b) LM shall update the details of the status of litigation with the latest/ updated position of litigations against promoter/ promoter group entities/ company and the companies promoted by the issuer.
- c) LM is advised to confirm that the existing litigations are not so major that the issuer's survival is dependent on the outcome of the pending litigation.
- d) LM is advised to ensure the disclosures of all actions taken by the statutory and regulatory authority.

53. Objects of the Offer:

- a) LM is advised to ensure that Objects updated figures for 2023-24 for working capital requirements are disclosed in the offer document.
- b) Objects of the Offer-Page 77, LM is advised to disclose the proposed amount of "Gross proceeds from the fresh Issue."
- c) LM is advised to ensure that table of working capital current figures should have bifurcation of internal accruals and borrowings.
- d) LM is advised to disclose current status of all pending approvals such as CTE for each plants and latest update on acquisition of concerned land as stated in Object 3.

- e) Objects 2 & 3-LM is advised to confirm & disclose the sources of funds which shall be used to cover the cost of approvals as the same cost has not been included in the total cost calculation.
- f) Page 95 (GCP) - LM is advised to verify the requirement of approvals from Shareholders for change in utilization of amount from net proceeds towards other expenditure. LM is advised to ensure that all relevant approvals including shareholders' approval (if required) are obtained with respect to utilization of net proceeds and disclosure of the same/otherwise is made explicitly in the offer document.
- g) Object 4- LM is re-advised to maintain consistency with the amount of funds earmarked for GCP in compliance with ICDR Regulations, 2018.
- h) Page 98-LM is advised to ensure that the appointed monitoring agency shall monitor the utilization of Gross Proceeds instead of Net proceeds. LM is advised to modify the disclosure accordingly throughout the offer document.
- i) LM is advised to confirm that irrespective of the Issuer Company getting listed or not, all costs and expenses shall be shared in proportion between the Company and Selling shareholders.

54. **Government and Other Approvals:** LM is advised to disclose any material approval/ license which is going to expire in near future and will require renewal.

55. LM is advised to ensure that post-listing, considering the business model of the Company, the issuer should disclose relevant metrics indicating its performance against the objects for which funds have been raised, on a quarterly basis along-with the financial results. The above disclosures may be made at least till the proceeds of the objects have been fully utilized.

56. LM is advised to include the following disclosures under section "Monitoring of Utilization of funds"

- a) The proceeds of the issue shall be monitored by the Audit Committee till utilization of the proceeds.
- b) Audit Committee of the Parent Company to certify the utilization of proceeds by subsidiaries towards organic/inorganic growth initiatives.
- c) Investment in foreign subsidiaries towards repayment of loan, organic/inorganic growth initiatives to be in compliance with FEMA guidelines and other applicable laws.

57. LM is advised to update the RHP in respect to all pending litigations including for any legal notices where the Company is in receipt of such notices post filing of DRHP.

58. LM is advised to ensure that the details of all the criminal matters initiated against the company, group companies, directors, subsidiaries which are at FIR stage and no/some cognizance has been taken by court is incorporated in the RHP along with appropriate risk factors in this regard.



59. History and Certain Corporate Matters

- a) LM is advised that inter-se agreements/ arrangements between the shareholders are disclosed under section “History and Certain Corporate Matters”.
 - b) LM is advised to make disclosures if special rights for nominee/nomination rights and information rights are available to certain Promoters / Shareholders that would continue post listing and if yes, then details of the same may be clearly disclosed under section “History and Certain Corporate Matters”.
 - c) LM is advised that it is categorically disclosed in the DRHP under section “History and Certain Corporate Matters” of the offer document that none of the special rights available to the Promoters / Shareholders (except for nominee/nomination rights and information rights) would survive post listing of the Equity Shares of the Company and same shall cease to exist or shall expire / waived off immediately before or on the date shares are allotted to public shareholders in IPO, without requiring any further action.
60. Further, LM shall specifically disclose that special rights, post listing shall be subject to approval of the Shareholders by way of a special resolution, in the first general meeting of the Company held post listing of the Equity Shares. LM is advised to ensure that special rights which will continue post listing are not prejudicial or adverse to the interest of the minority / public shareholders.
61. LM to provide a confirmation for the issuer, its group companies, promoter group, entities where promoter is a director, associates, subsidiaries and other related entities - whether any entity has ever been involved in the act of money mobilization in any manner and whether any Regulator/ Agency has at any time sought any information in any manner, if not LM is advised to provide a negative confirmation.
62. LM is advised to ensure that the pre – IPO placement offer may not breach the ICDR guidelines and is advised to adhere to ICDR Regulations pertaining to pre-placement amount.
63. LM is advised that a categorical statement from the Issuer Company/ Promoters / Shareholders, may be provided that there are no other inter-se agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed and that there are no other clauses / covenants which are adverse / pre-judicial to the interest of the minority / public shareholders. Also that there are no other agreements, deed of assignments, acquisition agreements, SHA, inter-se agreements, agreements of like nature other than disclosed in the DRHP.
64. Further, the LMs shall also confirm to SEBI that they have gone through the inter-se agreements/ arrangements, if any, as disclosed in the DRHP and they also do not see any clauses / covenants which are material and need to be disclosed, which have not been disclosed and that there are no other clauses / covenants which are adverse / pre-judicial to the interest of the minority / public shareholders.



65. Please disclose the details of all profit sharing arrangements involving the Issuer, promoters, promoter group, directors and shareholders, if any.
66. Ensure that details of the Directors in the section titled “Management” clearly depicts if any director is a nominee. If so, please also disclose the details who have nominated them. Similarly, such details to be disclosed for the KMPs as well. Please also confirm that apart from that disclosed in the offer document, there are no other nominee directors, KMPs or other persons etc. appointed on behalf any of the shareholders or any other person.
67. Please check and disclose if the name of the directors, promoter and promoter group persons is appearing in the list of directors of struck-off companies by ROC/ MCA. Please also check and disclose if the name of the promoter group companies and group companies is appearing in the list of struck-off companies by ROC/ MCA.
68. If adjectives such as “largest”, “leader”, “strong”, “and differentiated” are used, the same should be explained and substantiated. If not substantiated, these terms should not be used.
69. The top 10 risks identified post rearrangement may be included in the summary of the offer document.
70. In case of Issuer’s consolidated financials contains significant contribution (10% and more) from its subsidiaries, disclose whether the balance sheets of the subsidiary is audited by peer reviewed auditor. In such cases, LM shall also disclose whether the corporate governance norms are being followed by the subsidiaries of the Issuer.
71. Detail of any individual and corporate guarantees provided by the promoters and directors in relation to loans availed by the Issuer.
72. With regard to the “Fees payable to the other advisors to the Offer”, LM is advised to disclose the services offered by such advisors and consequent responsibilities, if any.
73. LM is advised to ensure that the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.”
74. LM is advised to ensure that the following paragraph (including content of similar nature) from any/all section(s) of DRHP is removed.
75. *“None among our company, the selling shareholders or any member of the Syndicate shall be liable for any failure in (i) uploading the bids due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.”*



76. LM is advised to include a reference to the circulars CFD/DIL2/CIR/P/2018/22 dated Feb 15, 2018 and CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 at all applicable sections in DRHP.

77. LM is advised to ensure compliance with the advisory issued by SEBI to all Merchant Bankers and AIBI vide mail dated July 04, 2023 with respect to disclosure of information pertaining to Pre-IPO placement and secondary transactions by promoter(s) and promoter group(s) in the Public Announcement, Price Band Advertisement and intimation to stock exchanges.

78. LM is advised to adhere to the following conditions:

- a) UDRHP is filed with SEBI not less than seven working days prior to submission of the draft advertisement for announcement of price band advertisement.
- b) UDRHP shall contain necessary updated disclosures justifying the offer price under Section – “Basis for offer price”, “Risk Factors” etc., particularly emphasizing on appropriate Key Performance Indicators as applicable to the industry in which the issuer company operates in quantitative terms, (For illustration: P/E ratio, Market Cap / Total Revenue ratio, EV/EBITDA etc.), with corresponding suitable explanations so as to justify the offer price.

79. Price band advertisement:

- a. Price band Ad should contain risk factors related to business and financials.
- b. The portion pertaining to “Risks to Investors” shall constitute at least 33% of the price band advertisement space.
- c. Price band Ad may contain the top 5 risk factors under the Risks to Investors.
- d. The font size for price band and “Risk to investors” should be increased to match the font of BID/Offer Programme.
- e. Matters related to ASBA and UPI may be brought subsequent to Price Band, Risks to Investors, Bid/ Offer Programme and other offer details, and can be of smaller font.
- f. The portion pertaining to “BRLMs” shall not constitute more than 10% of the price band advertisement space.
- g. The risks to investors shall include weighted average cost of acquisition of all shares transacted in last 3 years and 1 year, from the date of RHP, in the following format :

<i>Period</i>	<i>Weighted Average Cost of Acquisition (in Rs.)</i>	<i>Cap Price is 'X' times the Weighted Average Cost of Acquisition</i>	<i>Range of acquisition price: Lowest Price - Highest Price (in Rs.)</i>
<i>Last 1 year</i>			
<i>Last 3 years</i>			

- h. Mention market Value at Issue Price to Total Turnover and P.E. Ratio at issue price.

B,

80. Price band advertisement: The advertisement shall contain top 5 risk factors. LM is advised to ensure compliance with all the directions given to Association of Investment Bankers of India (AIBI).

81. LM is advised to ensure following disclosures in the Issue advertisement for announcement of Price Band and all further advertisements as a box item below the price band:

"Risks to Investors:

- i. *The [to be disclosed] Merchant Bankers associated with the issue have handled [to be disclosed] public issues in the past three years out of which [to be disclosed] issues closed below the issue price on listing date."*
- ii. *Any adverse data in the basis for issue price should be disclosed. For example:*
 - *"The Price/Earnings ratio based on diluted EPS for [latest full financial year] for the issuer at the upper end of the Price band is as high as [to be disclosed] as compared to the average industry peer group PE ratio of [to be disclosed]."*
[if average industry peer group PE ratio is not available, then P/E of Nifty Fifty may be disclosed]
 - *"Average cost of acquisition of equity shares for the selling shareholders in IPO is [to be disclosed] and offer price at upper end of the price band is [to be disclosed]."*
 - *"Weighted Average Return on Net Worth for [last three full financial years] is [to be disclosed] %."*

The data on above disclosures shall be updated and disclosed prominently (in the same font size as the price band) in advertisements of Price Band and all further advertisements, website of the company and the stock exchange. Further, any adverse ratio / data in basis for issue price should be disclosed.

82. LM is advised that Market Value at Issue Price to Total Turnover and P.E. Ratio at issue price can be added in Price Advertisement. LM is also advised to disclose the total market valuation of the company considering the higher and lower price bands.

83. LM shall submit the draft advertisement for announcement of Price Band with SEBI before its publication in the newspapers for our comments, if any.

84. LM is advised to ensure that in the Section: Summary of the Offer Document, simple conversational language is used and No abbreviations to be used.

85. LM is advised to ensure that in the Section: "Definitions and Abbreviations" for Technical, Company / Industry related Terms or Abbreviations, along with the expanded form, suitable meaning / explanation is provided in simple language. Further, LM is advised to ensure that no abbreviations to be used in the abridged prospectus and Section- Summary of the Offer Document.

86. LM is advised to strictly use conventional industry specific terms/terminology and define the terms in brief in the offer document and avoid usage of terms which are not widely used

as per industry standard practices. LM is advised to ensure that the language of the offer document remains simple and lucid.

87. LMs to include a categorical statement that they have gone through the Articles of Association (AoA) of the Issuer Company and confirm to SEBI that no special rights are available to the Promoters / Shareholders in the AoA, at the time of filing of the offer document/RHP.
88. LM shall ensure that the main/sub – headings in the DRHP shall not have any abbreviations. The Main/sub-headings shall be in fully expanded form with its abbreviations in brackets.

Annexure II

General Observations

1. LM is advised to ensure that prior to filing of RHP with Registrar of Companies, the Issuer Company has received crucial clearances / licenses / permissions / approvals from the required competent authority which are necessary for commencement of the activity for which the issue proceeds are proposed to be utilized.
2. LM is advised to ensure that the 'Observation Letter' issued by SEBI is included among the material contracts and documents for inspection.
3. LM is advised to ensure that prior to proceeding with the issue, "No Objection Certificates" are obtained from all the lenders with whom the company has entered into an agreement and the terms of such agreement require an approval to be taken.
4. LM is advised to ensure that adequate disclosures are made to disclose any material development which may have a material effect on the Issuer Company between the date of registering final prospectus or the red herring prospectus or the letter of offer, with the Registrar of Companies or designated stock exchange, as the case may be, and the date of allotment of specified securities, while ensuring compliance with Regulation 42 and Schedule IX of SEBI (ICDR) Regulations, 2018.
5. LM is advised to ensure that exact cross-referencing of page numbers is provided in the offer document instead of general cross-referencing.
6. In terms of SEBI Circulars No. SEBI/CIR/ISD/03/2011, No. SEBI/CIR/ISD/05/2011 and SEBI/CIR/ISD/01/2012 dated June 17, 2011, September 30, 2011 and March 30, 2012 respectively, LM is advised to ensure that 100% promoter holding is in demat form prior to listing.
7. LM is advised to ensure that SCORES authentication is taken by the issuer company prior to listing.

8. In pursuance of Regulation 25 Sub-Regulation 9(a) of SEBI (ICDR) Regulations, 2018, LM is advised to certify while submitting the in-seriatim reply that all amendments, suggestions and observations advised by SEBI have been complied with and duly incorporated in the offer document, while also indicating the page number for the same.

9. ASBA:

- i) LM is advised to ensure that sufficient number of Physical ASBA forms are printed and dispatched directly to all designated branches of SCSBs which are located in places of mandatory collection centers as specified in Schedule XII of SEBI (ICDR) Regulations, 2018, Syndicate Members and Registered Brokers of Stock Exchanges, the Registrars to an Issue and Share Transfer Agents (RTAs) and Depository Participants (DPs) registered with SEBI, at least two days before the opening of the issue. This shall be in addition to ASBA forms which shall be sent to controlling branch of SCSBs for sending to designated branches other than those located in mandatory collection center. LM is advised to ensure that the ASBA mode of payment is highlighted in bold in all the advertisement / communication informing about the issue. Further, LM is also advised to ensure that the following is suitably incorporated in all advertisements / communications regarding the issue issued by the issuer:

- a. The following may appear just below the price information of the issue as shown below:

**“PRICE BAND: RS. xx TO RS. xx PER EQUITY SHARE OF FACE VALUE
OF RS. xx EACH
THE FLOOR PRICE IS xx TIMES OF THE FACE VALUE AND THE CAP
PRICE IS xx TIMES OF THE FACE VALUE
BID CAN BE MADE FOR A MINIMUM OF xx EQUITY SHARES AND IN
MULTIPLES OF xx EQUITY SHARES THEREAFTER.**

ASBA *

(APPLICATION SUPPORTED BY BLOCKED AMOUNT)

Simple, Safe, Smart way of Application !!!
Mandatory in public issue .No cheque will be accepted



*now available in ASBA for retail individual
investors.*

**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 below.”

- b. The following paragraph on ASBA may be inserted in the advertisement/Communications:

“ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Investors.

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 “Issue Procedure - Issue Procedure of ASBA Bidders” beginning on page xxx of the Red Herring Prospectus. The process is also available on the website of AIIB and Exchanges in the General Information Document.”

ASBA bid-cum application forms can be downloaded from the websites of Bombay Stock Exchange and National Stock Exchange and can be obtained from the list of banks that is displayed on the 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

Q