

Date: December 30, 2025

To,
The Chief General Manager
Division of Issues & Listing,
Securities and Exchange Board of India
Plot No.C4-A, 'G' Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051, Maharashtra, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares of face value of INR 10 each (the “Equity Shares”) of Vishal Nirmiti Limited (“Company” or “Offeror”), comprising a fresh offer of up to [●] Equity Shares, aggregating up to ₹ 12,500 lakhs, by the Company (the “Fresh Offer”) and an offer for sale of up to 15,00,000 Equity Shares, aggregating up to ₹ [●] lakhs by Vaman Prestressing Company Private Limited (the “Selling Shareholder”) (the “Offer for Sale”, and together with the Fresh Offer, the “Offer” and such Equity Shares, the “Offered Shares”).

This is in reference to the resubmission of Draft Red Herring Prospectus for the initial public offering of equity shares of face value ₹ 10 each (“**Equity Shares**”) by Vishal Nirmiti Limited (“**Company**”) through a fresh issue of Equity Shares of face value of ₹ 10 each aggregating up to ₹ 12,500 lakhs (“**Fresh Issue**”) and an offer for sale of up to 15,00,000 Equity Shares of face value of ₹ 10 each by the Selling Shareholder (“**Offer for Sale**” and Fresh Issue together referred to as the “**Offer**”).

The Company proposes to undertake the Offer through the book building process in compliance with Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) at such price (the “**Offer Price**”) as may be determined by the Company, in consultation with the BRLM (*as defined below*), in accordance with the SEBI ICDR Regulations, and pursuant to Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “**SCRR**”), and other applicable laws.

The Offer comprises a fresh issue of up to [●] aggregating up to ₹ 12,500 Lakhs, by the Company (the “**Fresh Offer**”) and an offer for sale of up to 15,00,000 Equity Shares aggregating up to ₹ [●] Lakh, by Vaman Prestressing Company (the “**Selling Shareholder**”).

The Company has appointed Saffron Capital Advisors Private Limited as the book running lead manager (“**BRLM**”) to manage the Offer.

We hereby re-submit the Draft Red Herring Prospectus (DRHP) dated December 30, 2025 in connection with the issue Issue, pursuant to a letter bearing reference number SEBI/HO/CFD/CFD-SEC-2/P/OW/2025/27779/1 dated October 30, 2025 for your kind consideration and observations.

In connection with the filing of the DRHP with the Securities and Exchange Board of India (the “**SEBI**”), we hereby submit the following:

1. The soft copy of the DRHP approved by the board of directors of the Company (the “**Board of Directors**”) pursuant to its resolution dated December 30, 2025, in “PDF” format signed and executed by all the Directors and the Chief Financial Officer of the Company. The soft copy of the DRHP together with this letter and all annexures hereto, is submitted by way of an e-mail to SEBI at cfddil@sebi.gov.in, in accordance with the instructions issued by SEBI on March 27, 2020, in relation to “Easing of Operational Procedure - Division of Issues and Listing – CFD”. Such documents are also being uploaded on the SEBI intermediary portal at <https://siportal.sebi.gov.in> as specified in Regulation 25(8) of the SEBI ICDR Regulations and the Chapter IV of the SEBI circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 read with the SEBI directive dated October 14, 2022 issued to the Association of Investment Bankers of India (“**AIBI**”) (**Annexure I**).

Furthermore, three physical copies of the DRHP, and one physical copy of the DRHP signed and executed by the Board of Directors, the Chief Financial Officer of the Company shall be filed with SEBI at SEBI Bhavan, Plot C4-A, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India.

2. A certificate from the BRLM confirming that the Company and the BRLM have entered into an offer agreement dated September 29, 2025 (including the statement of sole Book Running Lead Manager to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required), (**Annexure II**).
3. A due diligence certificate dated December 30, 2025 signed by the BRLM in accordance with Regulation 25(2)(b) of the SEBI ICDR Regulations (**Annexure III**), along with (i) a due diligence process note as required under Form A of Schedule V of the SEBI ICDR Regulations (**Annexure III-A**); and (ii) a detailed checklist confirming regulation-wise compliance of the disclosures in the DRHP with the applicable provisions of the SEBI ICDR Regulations (**Annexure III-B**).
4. As per SEBI Circular bearing reference no. SEBI/HO/CFD/PoD-1/P/CIR/2024/009 dated February 6, 2024, in case of resubmission of Draft Offer document - there shall be no requirement for payment of any fees on account of resubmission of draft offer document, the requirement for paying applicable fees for the changes, if any, in terms of changes specified in Schedule XVI of the ICDR Regulations for the updated offer document shall continue to apply as is applicable to issuer for updation in offer document.

Further, as per Schedule XVI of the SEBI ICDR Regulation, i.e. Nature of changes in the Offer document requiring filing of updated offer document, if changes are made with respect to any of the sections provided below the fees shall be paid as per schedule III i.e. ₹ 10,000/- for updation or changes per section.

Sections provided in Schedule XVI of the SEBI ICDR Regulation and further changes therein:

1. **Section 1: Risk Factor:** Any material development which may result in potential risk and may require updation in this section. - Changes present
2. **Section 2: Capital Structure:** An aggregate increase of 5 per cent. or more in the shareholding of the promoter or promoter group or an aggregate increase of 5 per cent. or more in the shareholding of the top ten shareholders. - Changes present
3. **Section 3: Issue Size:** Any addition or deletion to the objects of the issue resulting in a change in the estimated issue size or estimated means of finance by more than 10 per cent. and not exceeding 20 percent. - No changes
4. **Section 4: Management:** Appointment of any new director. - No changes
5. **Section 5: Promoter Group:** Any addition to the promoter group or group companies. - Changes present
6. **Section 6: Financial Statements:** Any variation in net profit after tax or net loss and/ or extraordinary items in excess of 10 per cent. over the last updated financials included in the draft offer document. - Changes present
7. **Section 7: Legal and other information:** Any new litigation or any development about a pending litigation which is considered material by the lead manager(s) - Changes present

Accordingly, five sections (Risk Factor, Capital Structure, Promoter Group, Financial Statements, and Legal and other information) have been updated.

Fee Calculation:

Fees Payable: ₹ 10,000 × 5 sections = ₹ 50,000/-

Add: 18% GST: ₹ 9,000/-

Total Payable to SEBI: ₹ 59,000/-

The details of GST registration of the Company are as follows:

- **GST Registration Number:** 27AACCS9547H2ZX
- **GST Registered Dealer Name:** Vishal Nirmiti Limited
- **GST Registered Office Address:** 3, 303, Elphinstone House, 17, Marzban Road, Mumbai, Maharashtra- 400001

5. In connection with the Offer, please note the following:

A. Confirmations and information in relation to the Company, subsidiary, the Promoters, the Promoter Group and the Group Companies

Set out below are the confirmations and information in relation to the Company, the Promoters and the Promoter Group and the Group Companies in terms of the SEBI directive dated March 12, 2020 issued to AIBI:

S. No.	Particulars	Response
1.	Whether the Company is registered with SEBI or any other financial regulatory body like RBI / IRDAI / etc., in any capacity. If yes, provide details	Not Applicable
2.	List of Promoters / Promoter Group companies / Subsidiaries / Group Companies registered with SEBI in any capacity along with registration details.	Not Applicable
3.	List of Promoters / Promoter Group companies/ Subsidiaries / Group Companies registered with any other financial regulatory body like RBI / IRDAI / etc., in any capacity along with registration details.	Not Applicable
4.	If any debt securities of Company / Group Companies / Subsidiaries are listed. If yes, the following may be provided: a. Details of the debt securities listed along with the name of the exchange on which the same are listed. b. Whether disclosure pertaining to the same made in DRHP and relevant page no. and section in which disclosure made.	Not applicable. The Company has not issued any listed debt securities.

B. Confirmation in relation to securities laws violations by the Company, its Subsidiary, Promoters, members of the Promoter Group and Group Companies – Not applicable

C. Information in relation to SEBI directive dated November 13, 2021 and November 15, 2021, issued to the AIBI

The details of the price at which the Equity Shares were acquired in the last three years by each of the Promoters, the members of the Promoter Group and the Shareholders entitled to right to nominate directors or any other rights, as applicable, has been disclosed in the DRHP, in the section “*Summary of the Offer Document*” and these details have been certified by the statutory auditors of the Company being M/s Samria Kabra & Associates (“**Statutory Auditor**”) by way of their certificate dated December 30, 2025.

Further, based on SEBI’s directive to the AIBI dated November 15, 2021, and SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, details of weighted average cost of acquisition of all equity shares transacted over the last three years, 18 months and one year from the date of the DRHP are required to be disclosed in the price band advertisement and the abridged prospectus. This information is also disclosed in the DRHP, in relation to the Promoters, the Promoter Group or Shareholder(s) with right to nominate Director(s) or other special rights, as applicable, in the section titled “*Offer Document Summary*”, certified by the Statutory Auditors by way of their certificate dated September 29, 2025. The disclosures in the DRHP will accordingly be suitably updated to reflect any such change at the time of filing of the Red Herring Prospectus with the RoC, and in the price band advertisement and abridged prospectus for the Offer.

D. Confirmation in relation to Fraudulent Borrowers, Wilful Defaulters and Fugitive Economic Offenders with respect to the Company, its Promoters and Directors

In accordance with Regulation 5(1)(c) of the SEBI ICDR Regulations and based on confirmations received from the relevant entities and individuals, it is confirmed that the Company, the Promoters and the Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers, by the lending banks or financial institutions or consortium in accordance with the guidelines on fraudulent borrowers issued by the Reserve Bank of India, as defined in the SEBI ICDR Regulations. The Promoters and the Directors are not “fugitive economic offenders” as defined under the SEBI ICDR Regulations and Section 12 of the Fugitive Economic Offenders Act, 2018, as amended. A negative confirmation in this respect has been included in the section “Other Regulatory and Statutory Disclosures” of the DRHP.

E. Dematerialisation status of Shares

The entire shareholding of 1,98,00,000 Equity Shares amounting to ₹ 19,80,00,000/- of the Company are dematerialized form as of the date of the DRHP. The non-dematerialised Equity Shares have been transferred to the Company’s escrow demat account as on date of filing the Draft Red Herring Prospectus.

F. Compliance with SEBI’s directive dated May 29, 2024 to the AIBI

In accordance with terms of the SEBI’s directive May 29, 2024 to the AIBI, please refer to **Annexure IV-A** of this letter confirming paragraph-wise compliance with the directions dated May 29, 2024, issued by the SEBI to the AIBI. In that regard, relevant confirmations, as applicable, will also be included as a material document for inspection by the public in the section “Material Contracts and Documents for Inspection” of the DRHP, and will be available on the website of the Company at www.vishalnirmiti.com and shall also be available at the Registered and Corporate Office between 10.00 a.m. and 5.00 p.m. on all Working Days from the date of filing of the RHP with the RoC until the Bid/ Offer Closing Date.

G. Compliance with the Securities and Exchange Board of India (Framework for Rejection of Draft Offer Documents) Order, 2012, the Securities and Exchange Board of India (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020 and the Securities and Exchange Board of India (Prohibition on Raising Further Capital from Public and Transfer of Securities of Suspended Companies) Order, 2015

As certified by the Statutory Auditor, by their certificate dated December 30, 2025 (“Auditor Certificate”), the Company does not trigger any criteria specified in:

- the Securities and Exchange Board of India (Framework for Rejection of Draft Offer Documents) Order, 2012 (the “SEBI Rejection Order”) that will result in rejection of the DRHP; and
- Securities and Exchange Board of India (Prohibition on Raising Further Capital from Public and Transfer of Securities of Suspended Companies) Order, 2015 (the “SEBI 2015 General Order”).

Further, as disclosed in the Auditor Certificate, there is one matter involving paragraph 1 of Annexure A of the Securities and Exchange Board of India (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020 (the “SEBI Observations Order”) that may result in keeping observations on the DRHP in abeyance.

In accordance with terms of the SEBI’s directive dated November 3, 2022, to the AIBI, please refer to **Annexure IV-B** and **Annexure IV-C** of this letter for para-wise confirmations on the non-applicability of each criterion specified under the SEBI Rejection Order and the SEBI Observations Order, respectively. Further, para-wise confirmations on the non-applicability of the SEBI 2015 General Order have been enclosed in **Annexure IV-D** of this letter.

H. Financial Information of the Group Companies

Under the SEBI ICDR Regulations, the definition of ‘group companies’ includes: (a) such companies (other than the promoters and Subsidiary) with which there were related party transactions, during the period for which financial information is disclosed, as covered under applicable accounting standards, and (b) such other companies as are considered material by our Board. Pursuant to a Board resolution

dated September 17, 2025, our Board formulated a policy with respect to companies which it considered material to be identified as group companies if our Company has entered into one or more transactions with such company during the latest Fiscal, which in value exceeds 10% of the total revenue of our Company for that fiscal as per the last audited financial statement on consolidated basis.

Accordingly, the following Companies have been identified as Group Companies:

1. Natraj Prestress Concrete Private Limited;
2. Raghavendra Rail Infrastructure Private Limited;
3. Suyash Mart Private Limited;
4. Suyash Udyog Private Limited;
5. Samrat Wires Private Limited;
6. Vaman Prestressing Company Private Limited;
7. Gita Gazebo Infra Private Limited;
8. Shivansh Engineers and Consultants Private Limited;
9. Siddhi Ferrous Private Limited;

I. *Missing corporate records and alternative backups relied upon*

upon the ROC search certificate dated December 28, 2025, prepared by M. K. Saraswat and Associates LLP, Practicing Company Secretaries in relation to the abovementioned allotments. Further, the Company has sent a letter to the Registrar of Companies, Mumbai on September 28, 2025, to inform them about their inability to trace the corporate records required to be filed with them. For more details please refer to the section Risk Factors- *Certain of our corporate records and statutory filings are not traceable. We cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in relation to any such discrepancies.*

J. *Other confirmations*

Application to Stock Exchanges and Designated Stock Exchange

The Company shall also apply to BSE Limited and National Stock Exchange of India Limited for obtaining their respective in-principle listing approval for listing of the Equity Shares. In compliance with and pursuant to the SEBI ICDR Regulations, the Company undertakes to appoint the 'Designated Stock Exchange' prior to the filing of the RHP with the RoC.

Authentication on the SEBI Complaints Redress System (SCORES)

The Company shall obtain authentication on the SEBI Complaints Redress System ("SCORES") platform in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 read with SEBI circular SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019, SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and SEBI Circular SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022 and shall continue to comply with the SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 in relation to redressal of investor grievances.

Online access for DRHP, industry report and material documents for inspection

In accordance with the provisions of the SEBI ICDR Regulations:

- (a) the DRHP will be uploaded on the website of the Company at: www.vishalnirmiti.com; and
- (b) the report titled "Industry Report on Railway Concrete Sleepers, MS Pipes and Infrastructure Services" dated December 24, 2025 commissioned, and paid for, by the Company and prepared by Dun and Bradstreet Information Services India Private Limited ("D&B") has been included as a material document for inspection by the public in the section "*Material Contracts and Documents for Inspection*" of the DRHP and will be available on the website of the Company at: www.vishalnirmiti.com.

Further, in accordance with the SEBI's directive to the AIBI dated October 22, 2021, the Company will provide access to material contracts and material documents listed in the section "*Material Contracts and Documents for Inspection*" of the RHP to be filed with the RoC, through online means on its website from the date of the RHP until the Bid/ Offer Closing Date (except for such agreements executed after the Bid/ Offer Closing Date). Such material contracts and material documents shall also be available at the Registered and Corporate Office between 10.00 a.m. and 5.00 p.m. from the date of filing of the RHP with the RoC until the Bid/ Offer Closing Date.

Further, please note that the disclosures in the DRHP shall be suitably updated to reflect the Company's latest restated financial information, and any other developments, as may be necessary, at the time of filing of the RHP

with the RoC.

We request you to kindly provide your observations on the DRHP. Should you require any further information or clarifications, please feel free to contact the following persons from Saffron Capital Advisors Private Limited:

Contact Person	Mobile no.	Email
Pratibha Joshi	9165839709	pratibha@saffronadvisor.com ; ipos@saffronadvisor.com
Satej Darde	9664515030	satej@saffronadvisor.com

Encl.: Annexures as above

Thanking you

Sincerely,

The signature page forms an integral part of the letter to be submitted to the Securities and Exchange Board of India for the initial public offering of Vishal Nirmiti Limited.

For Saffron Capital Advisors Private Limited



Name: Amit Wagle
Designation: Executive Director

ANNEXURE I

[PDF copy of the DRHP has been annexed separately]

ANNEXURE II

December 30, 2025

Securities and Exchange Board of India

Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares of face value of INR 10 each (the “Equity Shares”) of Vishal Nirmiti Limited (“Company” or “Offeror”), comprising a fresh offer of up to [●] Equity Shares, aggregating up to ₹ 12,500 lakhs, by the Company (the “Fresh Offer”) and an offer for sale of up to 15,00,000 Equity Shares, aggregating up to ₹ [●] lakhs by Vaman Prestressing Company Private Limited (the “Selling Shareholder”) (the “Offer for Sale”, and together with the Fresh Offer, the “Offer” and such Equity Shares, the “Offered Shares”).

Pursuant to Regulation 25(2)(a) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), we, Saffron Capital Advisors Private Limited hereby confirm that we have entered into an agreement (including the statement of sole Book Running Lead Manager to the Offer and all the responsibilities relating to co-ordination and other activities in relation to the Offer shall be performed by us and hence a statement of inter-se allocation of responsibilities is not required) with the Company in connection with the Offer, in accordance with Regulation 23(5) and the format prescribed under Schedule II of the SEBI ICDR Regulations (the “**Offer Agreement**”). The Offer Agreement was executed on September 29, 2025.

All capitalized terms used herein and not specifically defined have the same meaning as ascribed to such terms in the DRHP.

Sincerely,

The signature page forms an integral part of the letter to be submitted to the Securities and Exchange Board of India for the initial public offering of Vishal Nirmiti Limited.

For Saffron Capital Advisors Private Limited



Name: Amit Wagle
Designation: Executive Director

ANNEXURE III

DUE DILIGENCE CERTIFICATE

December 30, 2025

Securities and Exchange Board of India

Corporation Finance Department
 Division of Issues and Listing
 SEBI Bhavan, Plot No. C4 A, G Block
 Bandra Kurla Complex, Bandra (East)
 Mumbai 400 051
 Maharashtra, India

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares of face value of INR 10 each (the “Equity Shares”) of Vishal Nirmiti Limited (“Company” or “Offeror”), comprising a fresh offer of up to [●] Equity Shares, aggregating up to ₹ 12,500 lakhs, by the Company (the “Fresh Offer”) and an offer for sale of up to 15,00,000 Equity Shares, aggregating up to ₹ [●] lakhs by Vaman Prestressing Company Private Limited (the “Selling Shareholder”) (the “Offer for Sale”, and together with the Fresh Offer, the “Offer” and such Equity Shares, the “Offered Shares”).

We, Saffron Capital Advisors Private Limited, the book running lead manager to the Offer (the “BRLM”), have been appointed by the Company to manage the Offer, confirm that:

- (1) We have examined various documents including those relating to litigation, including commercial disputes, intellectual property rights disputes, disputes with collaborators, etc. and other material while finalizing the Draft Red Herring Prospectus dated December 30, 2025 (“DRHP”) pertaining to the Offer – **Complied with to the extent applicable.**
- (2) On the basis of such examination and the discussions with the Company, its Directors and other officers, other agencies and independent verification of the statements concerning the objects of the Offer, price justification, contents of the documents and other papers furnished by the Company, we confirm that:
 - (a) the DRHP filed with the Securities and Exchange Board of India (“SEBI”) is in conformity with the documents, materials and papers which are material to the Offer;
 - (b) all material legal requirements relating to the Offer as specified by the SEBI, the Central Government and any other competent authority in this behalf have been duly complied with; and
 - (c) the material disclosures made in the DRHP are true and adequate to enable the investors to make a well informed decision as to the investment in the proposed Offer and such disclosures are in accordance with the requirements of the Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and other applicable legal requirements.
- (3) Besides ourselves, all intermediaries named in the DRHP are registered with the SEBI and that till date, such registration is valid. – **Complied with and noted for compliance.**
- (4) We have satisfied ourselves about the capability of the underwriters to fulfil their underwriting commitments. – **Noted for compliance.**
- (5) Written consents from the Promoters have been obtained for inclusion of their Equity Shares as part of promoters’ contribution subject to lock-in and the Equity Shares proposed to form part of promoters’ contribution subject to lock-in, shall not be disposed or sold or transferred by the Promoters during the period starting from the date of filing the DRHP with the SEBI until the date of commencement of lock-in period as stated in the DRHP. – **Complied with and noted for compliance.**
- (6) All applicable provisions of the SEBI ICDR Regulations, which relate to specified securities ineligible for computation of promoters’ contribution, have been and shall be duly complied with and appropriate

disclosures as to compliance with the said regulation(s) have been made in the DRHP. – **Complied with and noted for compliance.**

- (7) All applicable provisions of the SEBI ICDR Regulations which relate to receipt of promoters' contribution prior to opening of the Offer shall be complied with. Arrangements have been made to ensure that the promoters' contribution shall be received at least one day before the opening of the Offer and that the auditors' certificate to this effect shall be duly submitted to the SEBI. We further confirm that arrangements have been made to ensure that the promoter's contribution shall be kept in an escrow account with a scheduled commercial bank and shall be released to the Company along with the proceeds of the Offer. – **Applicable.**
- (8) Necessary arrangements shall be made to ensure that the monies received pursuant to the Offer are credited or transferred to in a separate bank account as per the provisions of sub-section (3) of section 40 of the Companies Act, 2013 and that such monies shall be released by the said bank only after permission is obtained from all the Stock Exchanges, and that the agreement entered into between the bankers to the Offer, and the Company specifically contains this condition. – **Noted for compliance.**
- (9) The existing business as well as any new business of the Company for which the funds are being raised fall within the 'main objects' in the object clause of the Memorandum of Association or other charter of the Company and that the activities which have been carried in the last ten years are valid in terms of the object clause of the Memorandum of Association. – **Complied with to the extent applicable.**
- (10) Following disclosures have been made in the DRHP:
 - (a) An undertaking from the Company that at any given time, there shall be only one denomination for the Equity Shares of the Company, excluding SR equity shares, where the Company has outstanding SR equity shares; and – **Complied with to the extent applicable and noted for Compliance. There are no SR equity shares issued by the Company.**
 - (b) An undertaking from the Company that it shall comply with all disclosure and accounting norms specified by the SEBI. – **Complied with to the extent applicable and noted for compliance.**
- (11) We shall comply with the regulations pertaining to advertisements in terms of the SEBI ICDR Regulations. – **Noted for compliance.**
- (12) If applicable, the entity is eligible to list on the innovators growth platform in terms of the provisions of Chapter X of the SEBI ICDR Regulations. – **Not Applicable.**

We enclose a note explaining the process of due diligence that has been exercised by us including in relation to the business of the Company, the risks in relation to the business, experience of the Promoters and that the related party transactions entered into for the period disclosed in the DRHP have been entered into by the Company in accordance with applicable laws – **Please refer to the due diligence process note enclosed as Annexure III-A.**

We have also enclosed a checklist confirming regulation-wise compliance with the applicable provisions of the SEBI ICDR Regulations, containing details such as the regulation number, its text, the status of compliance, page number of the DRHP where the regulation has been complied with and our comments, if any. – **Please refer to the checklist enclosed as Annexure III-B.**

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to such terms in the DRHP.

Encl.: Annexures as above

Place: Mumbai

Sincerely,

The signature page forms an integral part of the letter to be submitted to the Securities and Exchange Board of India for the initial public offering of Vishal Nirmiti Limited.

For Saffron Capital Advisors Private Limited



Name: Amit Wagle

Designation: Executive Director

ANNEXURE III-A

Note explaining how the process of due diligence has been conducted

Due diligence process note

In connection with the draft red herring prospectus dated December 30, 2025 (the “**DRHP**”), we, the BRLM, with assistance from the legal counsel appointed in connection with the Offer, i.e., ALMT Legal, acting as legal counsel to the Offer (“**Legal Counsel**”), have carried out due diligence exercise in relation to the current business of the Company and its background for the purposes of complying with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), and other applicable laws, and to the extent that it is customary in initial public offerings in India, along with other professionals and experts engaged in connection with the Offer.

The due diligence process carried out by us and the Legal Counsel commenced with physical interactions at the kick-off meeting held at the Registered and Corporate Office of the Company with certain of the Promoters, the Directors, the Chief Financial Officer, other Key Managerial Personnel and members of the Senior Management and other representatives of the Company to gain an understanding, among other matters, of the business of the Company, key risks involved, financial overview, the background of the Promoters and the management.

The due diligence process carried out by us and the Legal Counsel involved, among other things, inspection of the Company’s registered and corporate office, attending virtual and physical meetings and interactions with the Promoters, Directors, Key Managerial Personnel and senior management of the Company for gaining an understanding of the business of the Company, key risks involved and financial overview of the Company, among other matters. These interactions were conducted with the objective of assisting the Company in preparing necessary disclosures as required under the SEBI ICDR Regulations and other applicable laws in relation to the Offer. In this regard, the Company was provided with a due diligence questionnaire and information request list that was prepared in consultation with the Legal Counsel. The Company provided us the documents and information, to the extent available, in relation to the questionnaire for our review and diligence and provided relevant explanations. In order to facilitate such review, the Company has set up a virtual data room where copies of such supporting documents were made available for undertaking such due diligence.

The Legal Counsel assisted the BRLM in carrying out documentary legal due diligence, drafting of the DRHP in compliance with SEBI ICDR Regulations and advised the Company and the BRLM on relevant legal matters related to the Offer, in their respective roles.

Further, we were also assisted in the financial due diligence process by the peer reviewed statutory auditors of the Company, M/s Samria Kabra & Associates (the “**Statutory Auditor**”), who has reviewed certain matters including the computation of Company’s net worth, profit/loss, and provided an examination report dated December 22, 2025, in relation to the restated financial information of the Company, and such financial information, “**Restated Financial Information**”). The Statutory Auditors have consented to be named as an “expert”, in terms of the Companies Act, 2013, as amended (the “**Companies Act**”) in the DRHP and such consent has not been withdrawn as on the date of the Draft Red Herring Prospectus. In addition, the Statutory Auditor has also provided certifications on the share capital build-up of the Company, weighted average cost of acquisition by the Promoters and members of the Promoter Group for certain specified periods, average cost of acquisition of Equity Shares by the Promoters, weighted average price at which Equity Shares were acquired by the Promoters in the preceding one year and the Company’s operational information, including, but not limited to, certifying the key performance indicators included in the “*Basis for Issue Price*” section of the DRHP, and operational and other parameters disclosed in the DRHP.

We have also obtained a certificate dated December 28, 2025, from M. K. Saraswat and Associates LLP, Practicing Company Secretaries, independent practicing company secretaries (the “**Independent Practicing Company Secretary**”), among other things, to conduct searches for certain identified documents in the digital and/or physical records maintained by the Ministry of Corporate Affairs, Government of India (the “**MCA**”), to confirm that issuance of all securities of the Company are in compliance with the provisions of the Companies Act, 1956 and the provisions of the Companies Act, 2013 and the rules made thereunder, as applicable, and to confirm that all the required filings required under applicable law have been made with the MCA.

1. *Business and commercial due diligence*

The due diligence process in relation to general business and commercial matters included:

- (a) Organizing and attending transaction related calls and meetings with the management of the Company to develop an understanding of the business, history and other matters of the Group, including the industry overview and the regulatory environment, which were attended by representatives of the Company, the BRLM, the Legal Counsel, and the Statutory Auditor. A broad overview of the business of the Group, the industry in which they operate, their financial information, the regulatory framework with respect to the business, the corporate structure as well as the Company's capital structure, its shareholding pattern and the details of the Promoters of the Company was provided, followed by interactive virtual discussions.
- (b) Requesting the Company to provide all relevant documents in the virtual data room and/or over e-mails based on the due diligence requirements and requirements under applicable law, including the SEBI ICDR Regulations, and reviewing such documents along with the Legal Counsel, as is customary in such transactions.
- (c) Regularly interacting with the representatives of the Company including senior management team and Promoters of the Company, including the Company's Key Managerial Personnel (including the Company's Chief Financial Officer and Company Secretary and Compliance Officer), including personnel from the Company's secretarial, operations, legal and finance departments, and the Statutory Auditors for the purpose of gaining an understanding of the business, the risks involved and a financial overview of the Company, among other matters. These interactions included: (i) due diligence calls and virtual and in-person drafting sessions and conference calls with the Company in connection with the disclosures in the DRHP; (ii) bring-down due diligence calls to receive updated information pertaining to the Company, before filing the DRHP; and (iv) interactions with the Company, its Directors, the Key Managerial Personnel, the Senior Management, the Promoters, the Promoter Group and the Group Companies, for certain other information. These interactions were conducted with the objective of assisting the Company to prepare the disclosures in the DRHP as required under the SEBI ICDR Regulations and other applicable laws with regard to the Offer. The BRLM shall undertake these interactions and due diligence calls until the allotment of Equity Shares in the Offer.
- (d) Also, we and the Legal Counsel also conducted due diligence calls with the Top Customer and Suppliers to discuss the disclosures in the DRHP as well certain other questions regarding their audit and verification procedures.
- (e) Obtaining and relying on:
 - (i) letters on tick-and-tie circle-up confirmations from the Statutory Auditor with respect to the Restated Financial Information, operational data and certain financial information included in the DRHP, as well as certifications and tick-and-tie circle-up confirmations from the Statutory Auditors for the key performance indicators ("KPIs"), operational data and certain other financial information included in the DRHP, in each case, as of and for the periods specified therein; and
 - (ii) certificates, formal representations, undertakings and other documents from the Company, the Directors, the Promoters, the members of the Promoter Group, the Group Company, the Key Managerial Personnel and Senior Management of the Company, the Statutory Auditors, and the Independent Practicing Company Secretary, in support of certain disclosures made in the DRHP, for compliance with the SEBI ICDR Regulations.
- (f) The BRLM also visited the Company's operational facilities to understand the Company's operations and key business processes. Geo tagged pictures and videos were obtained at the sites inspected by the BRLM. The BRLM and the Legal Counsel have reviewed product/ offering brochures, agreements, website and other documents executed by the Company with their customers and business partners.

2. *Industry information*

We have relied on industry and market data derived from the report titled "Industry Report on Railway Concrete Sleepers, MS Pipes and Infrastructure Services " dated December 24, 2025 commissioned, and paid for, by the Company and prepared by Dun and Bradstreet Information Services India Private Limited ("D&B"), exclusively for the purposes of confirming its understanding of the industry it operates in, in connection with the Offer pursuant to an Engagement letter dated August 08, 2025. We have also

conducted due diligence calls and interacted with representatives of D&B to discuss the contents of the report. The industry related information contained in certain sections of the DRHP, including “*Summary of the Offer Document*”, “*Risk Factors*”, “*Industry Overview*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, have been included from the report. The report has been included as a material document for inspection by the public in the section “*Material Contracts and Documents for Inspection*” of the DRHP and will be available on the website of the Company at: www.vishalnirmiti.com.

3. **Financial information**

The DRHP includes and presents restated financial information of the Company as at and for the six months period ended September 30, 2025 and for financial years ended March 31, 2025, March 31, 2024, and March 31, 2023, comprising the restated statement of assets and liabilities as at and for the six months period ended September 30, 2025 and for March 31, 2025, March 31, 2024 and March 31, 2023, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity and the restated cash flow statement as at and for the six months period ended September 30, 2025 and for financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, the summary statement of significant accounting policies, and other explanatory information, as approved by its Board and prepared in accordance with Ind AS and restated by the Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, relevant provisions of the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised January, 2019) issued by the ICAI, each as amended from time to time (“**Restated Financial Information**”).

The BRLM has reviewed the Statutory Auditors’ examination report on the Restated Financial Information and obtained certifications with respect to certain financial information included in the DRHP from the Statutory Auditors. The BRLM had extensive discussions with the Statutory Auditor on the form and manner of the reports required for such financial information. Further, the Statutory Auditor were required to review the financial information relating to the Company in the DRHP and have delivered a customary comfort letter to the BRLM confirming the accuracy of the financial information contained in the DRHP. Such comfort letter and certificates will be re-issued or brought down at certain future dates as the Offer moves forward by the Statutory Auditor, prior to the filing of the RHP, the Prospectus and the Allotment of Equity Shares in the Offer.

We have relied on the statement of possible special tax benefits available to the Company, and its Shareholders issued by the Statutory Auditor.

In accordance with the SEBI ICDR Regulations, the audited financial statements of the Company as at and for the six months period ended September 30, 2025 and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 (i.e., the three financial years immediately preceding the date of filing of the DRHP) together with all annexures, schedules and notes thereto have been uploaded on its website at www.vishalnirmiti.com.

Further, the Statutory Auditor has verified and provided certifications in respect of the KPIs, operational data pertaining to the Company’s business and certain other operating information included in the DRHP.

Further, we and the Legal Counsel also conducted due diligence calls with the Statutory Auditor to discuss the disclosures in the DRHP as well certain other questions regarding their audit and verification procedures.

In addition to the above, as part of our due diligence, we have had discussions with the management of the Company and the Statutory Auditor and have relied on explanations and representations provided to us by the management of the Company that all the related party transactions entered into for the periods disclosed in the DRHP have been entered into by the Company in accordance with applicable laws.

4. **Financial Indebtedness**

In relation to the information disclosed in summarized form in the section “*Financial Indebtedness*” of the DRHP, the relevant sanction letters and agreements issued by the lenders as well as other financing related documents were made available. On the basis of our review, relevant intimations were made to and consent was obtained from the relevant lenders in connection with the corporate actions related to the Offer, as required under the arrangements with such lenders. The BRLM have also relied on a certificate from the Statutory Auditor to ascertain the amount of sanctioned and outstanding borrowings

of the Company as of December 30, 2025, as disclosed in the section “*Financial Indebtedness*” of the DRHP.

5. ***Disclosure of Key Performance Indicators***

In accordance with the applicable requirements of the SEBI ICDR Regulations, suitable disclosures have been made in relation to KPIs of the Company in the section “*Basis for Issue Price*” and other relevant sections of the DRHP. Further, such KPIs were approved by the Audit Committee of the Board of Directors pursuant to its resolution dated December 30, 2025 and such KPIs as disclosed in the DRHP have been certified by the Statutory Auditors pursuant to a certificate dated December 30, 2025. The resolution of the Board of Director of the Company for approval of KPIs and certificate issued by the Statutory Auditors in relation to the KPIs will form part of the section “*Material Contracts and Documents for Inspection*” of the DRHP and will be available for public inspection from the date of filing of the RHP with the RoC until the Bid/Offer Closing Date and on the website of the Company www.vishalnirmiti.com. The Company shall continue to disclose such key performance indicators, on a periodic basis, at least once in a year (or for a more frequent period as determined by the Board), until the later of (a) a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges; or (b) complete utilisation of the proceeds of the Fresh Offer as disclosed in the DRHP, or such other duration as required under the SEBI ICDR Regulations.

6. ***Promoters, Promoter Group, Group Companies, Directors, Key Managerial Personnel and Senior Management Personnel***

For the purposes of making certain disclosures with respect to the Promoters, the Promoter Group, the Group Companies, the Directors, the Key Managerial Personnel and the Senior Management Personnel in the DRHP, we have obtained certifications and confirmations from such relevant entities/persons.

Further, we have relied on relevant transcripts, degree certificates, mark-sheets and documentation with previous employers in relation to their respective educational qualifications or experience of the Directors, the Key Managerial Personnel and the Senior Management Personnel.

In addition, we have received confirmations from the Company, the Directors, the Promoters, and the Promoter Group, stating that they have not been debarred or prohibited from accessing or operating in the capital markets, restrained from buying, selling or dealing in securities under any order or direction passed by the SEBI. The BRLM have also received confirmations from the Company, its Promoters and its Directors that none of the Company, the Promoters or the Directors of the Company have been declared as “wilful defaulters” or “fraudulent borrowers” (as defined under the SEBI ICDR Regulations) by lending banks, financial institutions or consortium in terms of the RBI Master Directions on Frauds – Classification and Reporting by commercial banks and select FIs dated July 1, 2016, as amended and none of the Promoters are “fugitive economic offenders” as defined under the SEBI ICDR Regulations.

Further, we have also carried out searches on websites such as ‘Watchout Investors’ and ‘CIBIL’ for the Company, Promoters, the members of the Promoter Group, the Group Companies, the Directors, the Key Managerial Personnel and the Senior Management Personnel. Also, we and the Legal Counsel also conducted due diligence calls with the Management to discuss the disclosures in the DRHP as well certain other questions regarding their audit and verification procedures.

Additionally, confirmations have also been obtained from the Company in respect of their compliance with the Companies (Significant Beneficial Owners) Rules, 2018 as of the date of the DRHP, to the extent applicable.

The term “group companies” under the SEBI ICDR Regulations includes companies (other than the promoters and any subsidiary) with which there were related party transactions, during the period for which financial information is disclosed in the Offer Documents, as covered under the applicable accounting standards, and also other companies as considered material by the Board of Directors of the Company (the “**Board**”). The Board has, through a resolution passed at its meeting held on September 17, 2025, adopted a materiality policy for identification of group companies. The details of the Group

Companies are set out in the section “*Our Group Companies*” of the DRHP.

7. Outstanding litigation and dues to creditors

The Company has disclosed outstanding litigation, as applicable, involving the Company, the Directors, Key Managerial Personnel, SMPs, the Promoters and the Group Companies, as required under the SEBI ICDR Regulations and in accordance with the policy on determination of material litigation approved by the Board in its meeting held on September 17, 2025. The materiality threshold in relation to litigation proceedings as approved by the Board has been disclosed in the DRHP.

The Company has provided a list of outstanding litigation involving the Company and supporting documents for material litigations involving the Company in the online virtual access data room. For litigation involving the Promoters, and the Company’s Directors, KMPs and SMPs (as applicable), the Company has provided certifications received from the relevant person/ entity.

A risk factor on the outstanding litigation in the DRHP titled “*Our Company, our Promoters, Directors and Key Managerial Personnel are involved in certain legal proceedings and potential litigation. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations*” have been included in the “*Risk Factors*” section of the DRHP, in accordance with the SEBI ICDR Regulations.

Based on the materiality policy adopted by the Board in its meeting held on September 17, 2025, disclosures on material creditors of the Company have been included in the DRHP. Further, consolidated disclosure on the dues to (a) creditors that are micro, small and medium enterprises; and (b) other creditors have been provided in a summary format (indicating the total number of, and aggregate outstanding amounts due to such creditors) along with a link to the website of the Company where details of material creditor shall be available.

8. Objects of the Offer

The Company proposes to use the Net Proceeds from the Fresh Offer towards: (i) Funding Working Capital Requirements of the Company; (ii) Repayment and/ or pre-payment, in part or full, of term loans availed by our Company; and (iii) General Corporate Purposes.

For Funding Working Capital Requirements of the Company following working approach was considered:-

- Assessment of past working capital trends of the Company along with the Chairman and Managing Director, Chief Financial Officer and statutory auditors of the Company.
- Assessment of the projected working capital trends of the Company along with the Chairman and Managing Director, Chief Financial Officer and statutory auditors of the Company.
- Obtaining the Order Book of the Company upto the period of September 30, 2025 duly certified by the Chairman and Managing Director on behalf of the Company.
- Analyzed and discussed the projected growth in business activities and financial performance of the Company for FY 2026 and 2027 along with the Chairman and Managing Director and Chief Financial Officer of the Company.

Further, the Company by way of its Board resolution dated December 30, 2025 and M/s Samria Kabra & Associates by way of its certificate dated December 30, 2025 has confirmed the details pertaining to working capital requirements.

With respect to utilization of the loans proposed to be repaid through the proceeds of the Issue following working approach was considered:-

- Obtained loan documents for the loans proposed to be repaid through issue proceeds.
- Obtained statements for the outstanding balance as on September 30, 2025.
- Obtained No Objection Certificate from the lenders for the loans proposed to be repaid through issue proceeds.

In addition, the Company expects to receive the benefits of listing of Equity Shares on the Stock Exchanges including enhancing the Company's visibility and brand image and creating a public market for the Company's Equity Shares in India.

Further, in relation to the funding long-term working capital requirements of the Company, we have relied on the certificate issued by the Statutory Auditor and obtained by the Company.

The quantum of utilisation of funds towards general corporate purposes will be determined by the Company, based on the amount available and the business requirements of the Company, from time to time.

Further, the Board of Directors have approved the Objects of the Offer pursuant to their resolution dated December 30, 2025.

9. *Statutory and/or regulatory related and other diligence*

In connection with diligence of statutory and regulatory matters, the BRLM have, with the assistance of the Legal Counsel, reviewed the relevant statutory and regulatory records of the Company, including, among other things, relevant corporate records, filings made by the Company with various statutory and regulatory authorities, material licenses, approvals and registrations applied for and/or received by the Company, and such other documents as we have deemed necessary and as have been provided to us by the Company from time to time.

We have also obtained a certificate dated December 28, 2025, from M. K. Saraswat and Associates LLP, Practicing Company Secretaries, independent practicing company secretaries (the "**Independent Practicing Company Secretary**"), among other things, to conduct searches for certain identified documents in the digital and/or physical records maintained by the Ministry of Corporate Affairs, Government of India (the "**MCA**"), to confirm that issuance of all securities of the Company are in compliance with the provisions of the Companies Act, 1956 and the provisions of the Companies Act, 2013 and the rules made thereunder, as applicable, and to confirm that all the required filings required under applicable law have been made with the MCA.

The DRHP includes a summary of the material approvals required for carrying on the Company's business operations, including tax registrations, approvals under labor and employment related laws. As part of the diligence exercise undertaken, the Legal Counsel and the BRLM have, reviewed the status of material approvals received. Such approvals have been disclosed in the section "*Government and Other Approvals*" in the DRHP.

10. *Price information of past issues handled by the BRLM*

In respect of price information of past issues handled by the BRLM, reliance has been placed on the information available on the websites of National Stock Exchange of India Limited and/or BSE Limited for preparing the statement of price information of the past issues handled by the BRLM.

ANNEXURE III-B

Checklist confirming regulation-wise compliance with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

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ANNEXURE IV-A

Checklist confirming paragraph-wise compliance with the directions dated May 29, 2024 issued by the SEBI to the AIBI.

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ANNEXURE IV-B

Para wise compliance of the Securities and Exchange Board of India (Framework for Rejection of Draft Offer Documents) Order, 2012

S. No.	Rejection Criteria	Response
1.1	Where Capital Structure involves any of the following	
(i)	Existence of circular transactions for building up the capital / net worth of the issuer.	Not Applicable
(ii)	Ultimate promoters are unidentifiable.	Not Applicable
(iii)	Promoters' contribution not complying with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in letter or in spirit.	Not Applicable
1.2	Where Object of the Issue	
(i)	Is vague for which a major portion of the issue proceeds are proposed to be utilized.	Not Applicable
(ii)	Is repayment of loan or inter corporate deposit or any other borrowing of similar nature, and the issuer is not in a position to disclose the ultimate purpose for which the loan was taken or demonstrate utilization of the same for the disclosed purpose.	Not Applicable
(iii)	Is such where the major portion of the issue proceeds is proposed to be utilized for the purpose which does not create any tangible asset for the issuer, such as, expenses towards brand building, advertisement, payment to consultants, etc., and there is not enough justification for creation of such assets in terms of past performance, experience and concrete business plan of the issuer.	Not Applicable
(iv)	Is to set up a plant and the issuer has not received crucial clearances / licenses / permissions / approvals from the required competent authority which is necessary for commencement of the activity and because of such non-receipt of clearances / licenses / permissions / approvals, the issue proceeds might not be utilized towards the stated objects of the issue.	Not Applicable
(v)	Is such where the time gap between raising the funds and proposed utilization of the same is unreasonably long.	Not Applicable
1.3	Where business model of an issuer is	
	Exaggerated, complex or misleading and the investors may not be able to assess the risks associated with such business models.	Not Applicable
1.4	Where scrutiny of Financial Statements shows	
(i)	Sudden spurt in the business just before filing the draft offer document and reply to clarifications sought is not satisfactory. This will include spurt in line items such as income, debtors/creditors, intangible assets, etc.	Not Applicable
(ii)	Qualified audit reports or the reports where auditors have raised doubts / concerns over the accounting policies. This would also be applicable for the subsidiaries, joint ventures and associate companies of the issuer which significantly contributes to the business of the issuer. This would also be applicable for the entities where the issue proceeds are proposed to be utilized.	Not Applicable
(iii)	Change in accounting policy with a view to show enhanced prospects for the issuer in contradiction with accounting norms.	Not Applicable
(iv)	Majority of the business is with related parties or where circular transactions with connected / group entities exist with a view to show enhanced prospects of the issuer.	Not Applicable
1.5	Where there exists litigation including regulatory action	
(i)	Which is so major that the issuer's survival is dependent on the outcome of the pending litigation.	Not Applicable
(ii)	Which is wilfully concealed or covered.	Not Applicable
1.6	Other General Criteria	

S. No.	Rejection Criteria	Response
(i)	Failure to provide complete documentation in terms of requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.	Not Applicable
(ii)	Non-furnishing of information or delay in furnishing of information or furnishing of incorrect / vague / misleading / incomplete / false / non satisfactory information to the SEBI.	Not Applicable
(iii)	Failure to resolve conflict of interest, whether direct or indirect, between the issuer and merchant banker appointed by the issuer to undertake the book building process. Quantification of conflict of interest may not always be possible but it would largely depend upon the SEBI's assessment on whether such conflict of interest may affect the judgment and ability of the Merchant Banker in conducting due diligence activity of issuer.	Not Applicable

ANNEXURE IV-C

Para-wise compliance with the Securities and Exchange Board of India (Issuing Observations on Draft Offer Documents Pending Regulatory Actions) Order, 2020

Paragraph	Contents	Response
1	Treatment where there is a probable cause for investigation or enquiry or when an investigation or enquiry is in progress against the entities. (1) Where there is a probable cause for investigation, examination or enquiry against the entities, the observations on the draft offer document filed by the issuer with the SEBI shall be kept in abeyance for a period of thirty days after such probable cause arises or the date of filing of the draft offer document with the SEBI, whichever is later. (2) Where the SEBI is unable to conclude such investigation, examination or enquiry against the entities due to the reasons beyond its control or due to the conduct of the parties other than the entities, the observations on the draft offer document shall be kept in abeyance for a further period of thirty days. (3) Where the SEBI is unable to conclude such investigation, examination or enquiry against the entities due to the conduct of the entities, the observations on the draft offer document shall be kept in abeyance till the time such investigation, examination or enquiry is concluded.	Not Applicable
2	Treatment where show cause notice has been issued (1) Where a show cause notice has been issued to the entities in an adjudication proceeding, the SEBI may process the draft offer document and issue observations and advise the entities to make necessary disclosures and statements in respect of such proceedings and the possible adverse impact of an order on the entities, in the offer document. (2) Where a show cause notice has been issued in respect of proceedings under sub-section (4) of section 11 or section 11B(1), the SEBI shall keep in abeyance the issuance of observations for a period of ninety days from the date of filing of the draft offer document with the SEBI. (3) Where the SEBI is unable to conclude the proceedings as referred to sub-clause (2) due to the reasons beyond its control or due to the conduct of the parties other than the entities, the observations on the draft offer document shall be kept in abeyance for a further period of forty five days. (4) Where the SEBI is unable to conclude the proceedings as referred to sub-clause (2) due to the conduct of the entities, the observations on the draft offer document shall be kept in abeyance till the time such proceedings are concluded. (5) Where no order is passed within the time period specified in clause (3), the SEBI may process the draft offer document and issue observations and advise the entities to make necessary disclosures and statements in respect of such proceedings and the possible adverse impact of an order on the entities, in the offer document.	Not Applicable
3	Treatment where recovery proceedings have been initiated or an order for disgorgement or monetary penalty has not been complied with or in case of non-compliance with any direction issued by the SEBI. Where the SEBI has initiated proceedings for recovery against the entities or when an order for disgorgement or monetary penalty passed against the entities is not	Not Applicable

Paragraph	Contents	Response
	complied with or in case of non-compliance with any direction issued by the SEBI, the observations on the draft offer document filed by the issuer with the SEBI shall be kept in abeyance till such proceedings are concluded or until the directions are complied with.	
4	Reconsideration of proceedings pursuant to remand by the Securities Appellate Tribunal or court. Where proceedings has been remanded by the Securities Appellate Tribunal or a court, the same shall in effect be treated as proceedings covered under this Order, and the SEBI may take appropriate action in respect of the draft offer document under the provisions of this general order, subject to any order passed by the Securities Appellate Tribunal or a court, as the case may be, while remanding the matter.	Not Applicable
5	Issuance of observations when the issuer is restrained by a court from making a public issue or filing of offer document. Where the issuer has been restrained by a court or tribunal from making an issue of securities or from issuing offer document to the public, the SEBI may examine the offer document and issue its observations thereof with a qualification that said observations are issued in accordance with the regulatory powers conferred on the SEBI and that the public issue or issuance of the offer document to the public by the issuer shall be subject to the orders of such court or tribunal or authority.	Not Applicable

ANNEXURE IV-D

Para-wise compliance with the Securities and Exchange Board of India (Prohibition on Raising Further Capital From Public and Transfer of Securities of Suspended Companies) Order, 2015

Paragraph	Contents	Status
1.	In terms of Section 21 of the Securities Contracts (Regulation) Act, 1956 read with Section 11A of the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), all listed companies are mandated to comply with listing conditions prescribed under the equity listing agreement. Section 11A of the SEBI Act empowers the SEBI to prohibit any company from issuing prospectus, etc. soliciting money from public for issue of securities and to specify requirements, for transfer of securities and matters incidental thereto.	Not Applicable
2.	Disclosures by the listed companies, as per the equity listing agreement, apart from empowering investors to have requisite information so as to make investment decision, has significant bearing on price discovery, prevention of fraud/manipulation and has an overall impact on market integrity, etc. It has been noticed that several listed companies continuously fail to comply with listing conditions stipulated under the equity listing agreement and consequently trading in their shares is suspended by the concerned recognized stock exchange. While the non-promoter shareholders of such companies remain in disadvantageous position on account of information asymmetry, their promoters/directors, who are responsible for such defaults, can use the undisclosed information about the company and dispose of their shareholding in the company leaving the gullible investors in lurch. Thus, such non-compliance jeopardize the interests of investors in such companies and adversely impact the market integrity.	Not Applicable
3. and 4.	In order to ensure effective enforcement of listing conditions and improve compliance environment among the listed companies and taking into account the interests of investors in securities and the securities market, it is felt necessary to strengthen the regulatory mechanism in the above regard. Accordingly, in exercise of powers conferred under Sections 11 and 11A of the SEBI Act, in order to protect the interest of investors, it is hereby ordered that-	Not Applicable
	a) a suspended company, its holding and/or subsidiary, its promoters and directors shall not, issue prospectus, any offer document, or advertisement soliciting money from the public for the issue of securities, directly or indirectly; till the suspension is revoked by the concerned recognized stock exchange or securities of such company are delisted in accordance with the applicable delisting requirements, whichever is earlier: Provided that the SEBI may, in the interest of trade and securities market, relax the strict enforcement of this restriction on recommendation of the concerned stock exchange in case of companies, other than aforementioned, wherein such promoters are also promoters/directors;	Not Applicable
	b) the suspended company and the depositories shall not effect transfer, by way of sale, pledge, etc., of shares of a suspended company held by promoters /promoter group and directors till three months after the date of revocation of suspension by the concerned recognized stock exchange or till securities of such company are delisted in accordance with the applicable delisting requirements, whichever is earlier. The concerned recognized stock exchange and depositories shall co-ordinate with each other for ensuring compliance of this requirement. Such promoter/director may file objection, if any, before the concerned recognized stock exchange who may, on satisfactory reasons shown by such promoter/director, remove this restriction in accordance with its applicable rule, regulations and bye-laws.	Not Applicable
	For the aforesaid purposes, “suspended company” means a listed company in whose shares trading is suspended from trading by the recognized stock exchange on account of non-compliance with listing requirements.	Not Applicable

A. CONFIRMATIONS ON ANNEXURE IV-A

S. No. / Paragraph No.	Confirmations	Complied with/Not Complied with/Not applicable/Noted for compliance
1.	LM is advised to confirm and disclose, along with justification that the issuer company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of Draft Red Herring Prospectus.	Complied with and noted for compliance
2.	LM is advised to confirm and disclose that allottees under disclosed ESOPs scheme are employees only. LM shall also confirm and disclose that all grant of options under the disclosed schemes are in compliance with the Companies Act, 2013.	Not applicable
3.	LM is advised to undertake that the utilization of Pre-IPO proceeds being discretionary in nature, if raised, shall be completely attributed/adjusted towards GCP portion; unless auditor certified disclosures are made with regards to its utilization towards the disclosed specific objects of the issue. A confirmation to this effect should be submitted at the time of filing of Red Herring Prospectus with the Board and the confirmation should form part of material documents available for inspection.	Not Applicable
4.	LM is advised to undertake that disclosure shall be made of the price and the name of the shareholder on the day of the allotment in case if any Pre-IPO placement is done, through public advertisement. A confirmation to this effect should be submitted at the time of filing of Updated Draft Red Herring Prospectus/ Red Herring Prospectus with the Board and the confirmation should form part of material documents available for inspection. The details of the Pre-IPO shall also form part of the Price Band Advertisement.	Not Applicable
5.	LM is advised to provide a confirmation that there are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non disclosure of which may have bearing on the investment decision, other than the ones which have already been disclosed in the offer document.	Complied with to the extent applicable and noted for compliance
6.	LM is advised to provide a confirmation that there are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non disclosure of which may have bearing on the investment decision, other than the ones which have already been disclosed in the offer document.	Not applicable
7.	LM is advised to ensure that if there are any conflict of interest between the suppliers of raw materials and third party service providers	Not applicable

S. No. / Paragraph No.	Confirmations	Complied with/Not Complied with/Not applicable/Noted for compliance
	(crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and subsidiaries / Group Company and its directors, the same should be disclosed at all the relevant sections of the offer document.	
8.	LM is advised to ensure that if there are any conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and the company, Promoter, Promoter Group, Key Managerial Personnel, Directors and subsidiaries / Group Company and its directors, the same should be disclosed at all the relevant sections of the offer document.	Complied with to the Extent Applicable
9.	LM is advised to confirm and disclose that no material clause of Article of Association have been left out from disclosure having bearing on the IPO/disclosure.	Complied with and noted for compliance

GENERAL OBSERVATIONS

S. No. / Paragraph No.	General Observations	Complied with/Not Complied with/Not applicable/Noted for compliance
1.	LM is advised to ensure that Face Value of Shares should be mentioned at all places where no. of shares are mentioned in the offer document.	Complied with and noted for compliance
2.	LM is advised to ensure that offer documents are made in lucid and economical language with limited usage of abbreviations. Abbreviations, if any, shall be used only with prior and appropriate disclosure of the corresponding term in the same page/heading. Any expressions, Jargons or nomenclatures including from other languages/ countries or not commonly used, if any, shall be properly explained at each and every mention of the same. Also, LM is advised to ensure that acronym used in the headings of risk factors or any other information is accompanied by its full form.	Complied with and noted for compliance
3.	LM is advised to disclose the names of the suppliers or the Customers, in case where more than 50% of supplies or revenue originates from Top 10 suppliers/customers, as the case may be. Further, if not disclosed, reasons for non-disclosure has to be disclosed.	Complied with
4.	LM is advised to ensure that the following disclosure should form part of the offer document wherever company proposes to undertake a Pre-IPO placement:- <i>“Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement, prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer or the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the RHP and Prospectus.”</i>	Complied with and noted for compliance

S. No. / Paragraph No.	General Observations	Complied with/Not Complied with/Not applicable/Noted for compliance
	A confirmation to this effect by LM should form part of material documents available for inspection.	
5.	LM is advised to provide all material covenants in any of the agreements mentioned in the offer document (specifically related to primary and secondary transactions of securities and financial arrangements), findings/observations of any of the inspections by SEBI or any other regulator mentioned in the offer document.	Complied with to the extent applicable
6.	Where one of the object of the issue is investment in Subsidiary/Associate/Joint venture, LM is advised to clearly specify the mode of investment, whether equity or debt, except the case where investment is being done in Wholly owned subsidiary, at the time of filing of UDRHP. If the investment is in debt instruments, complete details regarding rate of interest, nature of security, terms of repayment, subordination, etc. shall be disclosed. If the mode of investment are not being disclosed in the Draft Red Herring Prospectus then the same should form part of Price Band Advertisement with suitable cross reference to Red Herring Prospectus.	Not applicable
7.	LM is advised to disclose following details in respect of all arrangements (acquisition, amalgamation and merger, slump sale, existing or proposed both) mentioned in the offer document: a. Name of Acquirer/Acquiree, Transferor/ Transferee, as the case may be b. Relationship of the promoter or directors of the issuer company with the entities/person from whom the issuer has acquired or proposes to acquire any business/ material assets in the last 5 years c. Summarized Information about Valuation d. Effective Date of Transaction e. Documents pertaining to such transactions including Schemes, Valuation Report should form part of Material Document Available for inspection.	Not applicable
8.	LM is advised to confirm that any of the investors of the company is not directly/indirectly related with Book Running Lead Managers and their associates. If yes, the same should be disclosed in the offer document. Further, LM is advised to disclose through a negative disclosure confirmation at all relevant section of the offer document.	Complied with, to the extent applicable

S. No. / Paragraph No.	General Observations	Complied with/Not Complied with/Not applicable/Noted for compliance
9.	LM is advised to ascertain that in case if the object of the offer is Repayment of loan, the purpose of loan should be clearly disclosed in the offer document at all relevant sections of the offer document. Further, LM is advised to ascertain whether the loan taken from the Bank / Financial Institution was utilized for capital expenditure by the company.	Complied with
10.	Risk Factor Section:- - LM is advised to ascertain that risk factors should be bifurcated into internal and external risk factors only. However, grouping of risk factors can be done. For instance, risks related to suppliers can be grouped and divided into sub heads, if required. - LM is advised that all the Risk Factors should contain data and should have a proper cross reference to the actual section / page where the specific and detailed explanation is given (where required more than one section / page). Data shall be for last 3 financial years and stub period. Due reason to be provided if there is no cross reference being provided or no data being provided. - LM is advised to ensure that Heading of the risk factor should clearly state the risk involved. - LM is advised to ensure that any description of risk or description of the possibility of occurrence of an event/ situation shall necessary follow with a statement of detailed disclosure on past occurrences. If not, LM is advised to provide a categorical statement of disclosure on non-occurrence of such events, wherever applicable. Further, LM is advised to disclose the impact on operations and financials of the company if any such instance occurred during last 3 FYs. - Every risk factor should be disclosed using the following manner – Para of Emphasis followed by Data and Description. - Materiality of Risk should be decided by LM. However, for materiality, the following principles should be considered:- - Top Risk Factors (sequence can be decided by LM and the issuer company):- - Any ongoing or concluded investigations/ Show cause notice by any Law Enforcement Agencies	Complied with to the extent applicable

S. No. / Paragraph No.	General Observations	Complied with/Not Complied with/Not applicable/Noted for compliance
	2. Concentration Risk (Product/ Supplier/ Geographical/Customer) 3. Risks which are crucial to the operations of the company 4. Risks related to financials 5. Other material risks	
11.	LM is advised to ensure that monitoring agency should monitor the utilization of the Gross Proceeds from the Fresh Issue.	Noted for compliance
12.	LM is advised to appropriately disclose delays, if any, in payment of ESIC, PF, IT and other statutory dues. Further, LM is advised to disclose in details, the number of employees for which the Provident Fund is applicable, paid and unpaid dues. The principle of disclosure shall be applicable for all employee related, statutory payments.	Complied with to the extent applicable
13.	All special rights granted to shareholders under AoA, SHA or through any arrangement or agreement shall lapse on the date of listing.	Not applicable
14.	LM is advised to provide details of acquisition of securities of the issuer entity through secondary transactions.	Complied with to the extent applicable
15.	LM shall ensure that disclosure made with respect to Issue Price and Price Band are in compliance with Part VII of Chapter II of SEBI (ICDR) Regulations, 2018.	Noted for compliance
16.	LM is advised to ensure that details of the Directors in the section titled "Management" clearly depicts if any director is a nominee. If so, LM shall also disclose the details of the shareholders nominating them. Similarly, such details to be disclosed for the KMPs as well.	Not applicable
17.	LM shall ensure Objects of Offer are not vague or ambiguous. Further, LM is advised to ensure that Object of the offer should substantiate with quantitative data to understand the requirement of funds and their deployment period.	Complied with and noted for compliance
18.	LM is advised to ensure that an intimation is sent to respective Registrar of Company (RoC) informing about any missing/untraceable RoC filings before filing of draft offer document with the Board.	Not applicable
19.	LM is advised to disclose following details of Trusts, where trust has been classified as Promoter of the Company:- a. Name of the Beneficiaries b. Name of the Trustees c. Name of the Settler d. Reason for formation of the trust.	Not applicable
20.	LM is advised to ensure that any capacity expansion plan or plan for opening of new plant, store, etc., entering into new market, launch of new product has to be approved by	Not applicable

S. No. / Paragraph No.	General Observations	Complied with/Not Complied with/Not applicable/Noted for compliance																								
	Board of Directors of the issuer entity. A disclosure to this effect should be made in the offer document.																									
21.	LM is advised to disclose the below details with respect to Compulsory Convertible Preference Share:- <table><tr><th>S. No.</th><th>Name of the Shareholder</th><th>Date of Acquisition of Preference Shares</th><th>Number of Preference Shares Acquired</th><th>Conversion Ratio</th><th>Number of Equity Shares to be allotted/allotted post conversion</th><th>Acquisition price per Preference Shares</th><th>Estimated price per Equity Share (based on conversion)</th></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>	S. No.	Name of the Shareholder	Date of Acquisition of Preference Shares	Number of Preference Shares Acquired	Conversion Ratio	Number of Equity Shares to be allotted/allotted post conversion	Acquisition price per Preference Shares	Estimated price per Equity Share (based on conversion)																	Not Applicable
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22.	LM is advised to ensure that extract of Industry Report, being disclosed in the offer document, should elaborate threats and challenges to the issuer entity and its products and services.	Complied with																								

Thanking you,
For and on behalf of **Saffron Capital Advisors Private Limited**

 

Name: Amit Wagle
Designation: Executive Director