Draft Letter of Offer
15th October, 2026
For Eligible Equity Shareholders only

(Scan this QR code to view the Draft Letter of offer)

OM METALLOGIC LIMITED
(CIN- U28113HR2011PLC044569)
(Formerly known as Om Metallogic Private Limited)

Our Company was originally incorporated at Haryana as "Om Metallogic Private Limited" on December 14, 2011, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. On 22 March 2013, our Company acquired Proprietary business of M/s Om Industries, a proprietary firm owned by Mr. Manish Sharma w.e.f. April 01, 2013, along with the assets and liabilities of the proprietorship concern as going concern. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Om Metallogic Limited" vide fresh certificate of incorporation dated June 26, 2023, issued by the Registrar of Companies. For further details regarding our Company, please refer to the section titled "General Information" beginning on page 57 of this Draft Letter of Offer.

Registered Office: Kila No. 17, Harfala Road, Village Sikri, Opp. Gopal Jee Milk Plant, Ballabhgarh, Haryana -, India, 121004
Corporate office: C-808, 8th Floor, Vipul Plaza, Sector 81, Faridabad – 121002
Contact person: Ms. Pachi Gupta, Company Secretary and Compliance officer
Tel No: 0129-2989582**; E-mail Id:** info@ommetallogic.com**; Website:** www.ommetallogic.com

PROMOTERS OF OUR COMPANY: MR. MANISH SHARMA AND MRS. SEEMA SHARMA
FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OM METALLOGIC LIMITED ONLY

THE ISSUE

ISSUE OF UPTO [●] FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES") OF OM METALLOGIC LIMITED ("OML" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE (INCLUDING PREMIUM OF RS. [●] PER EQUITY SHARE) ("ISSUE PRICE") FOR AN AGGREGATE AMOUNT NOT EXCEEDING RS. 2,200.00 LAKHS TO THE ELIGIBLE EQUITY SHAREHOLDERS ON RIGHTS BASIS IN THE RATIO OF [●] ([●]) EQUITY SHARES FOR EVERY [●] ([●]) EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, I.E. [●] (THE "ISSUE"). THE ISSUE PRICE IS [●] TIME OF FACE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE SEE THE CHAPTER TITLED "TERMS OF THE ISSUE" ON PAGE 99 OF THIS DRAFT LETTER OF OFFER.
@assuming full subscription

GENERAL RISK

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue including the risks involved. The securities being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Draft Letter of Offer.

Specific attention of the investors is invited to "Risk Factors" beginning on page 37 of this Draft Letter of Offer before making an investment in this Issue.

WILFUL DEFAULTER OR A FRAUDULENT BORROWER

Neither our Company nor any of our Promoter or Directors has been categorized as a Wilful Defaulter or a Fraudulent Borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Wilful Defaulter or a Fraudulent Borrower issued by the Reserve Bank of India.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of offer contains all information with regard to our Company and the Issue, which is material in the context of this Issue; that the information contained in this Draft Letter of offer is true and correct in all material aspects and is not misleading in any material respect; that the opinions and intentions expressed herein are honestly held; and that there are no other facts, the omission of which makes this Draft Letter of offer as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The existing Equity Shares of our Company are listed on BSE Limited (BSE). Our Company has received "in-principle" approval from BSE for listing the Equity Shares to be allotted pursuant to the Issue through its letter dated [●]. Our Company will also make an application to BSE to obtain their trading approval for the right entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE.

REGISTRAR TO THE ISSUE

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
D 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi 110 020
Tel.: +91 011-26812682, 83, 011-64732681 to 88; **Fax**: +91 011-26812682
Web: www.skylinerta.com; **Email**: admin@skylinerta.com
SEBI Registration No: INR000003241
Contact Person: Mr. Virender Rana

ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE OF ON-MARKET RENONCIATIONS*	ISSUE CLOSES ON**
[●]	[●]	[●]

**Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.*

***Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Letter of Offer uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective Applicant only and is not exhaustive.

This Draft Letter of Offer uses the definitions and abbreviations set forth below, which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, or policies shall be to such legislation, act, regulation, rules, guidelines, or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

In this Draft Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to 'the/our Company', 'we', 'our', 'us' or similar terms are to Om Metallogic Limited (Formerly Known as Om Metallogic Private Limited) as the context requires, and references to 'you' are to the Eligible Shareholders and/ or prospective Investors in this Issue.

The words and expressions used in this Draft Letter of Offer, but not defined herein, shall have the same meaning (to the extent applicable) ascribed to such terms under the SEBI (ICDR) Regulations, the Companies Act, 2013, the SCRA, the Depositories Act, and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in section titled 'Industry Overview', 'Statement of Tax Benefits', 'Financial Information', 'Outstanding Litigations, and 'Terms of the Issue' on page 31, 74, 89, 91 and 99 respectively, shall have the meaning given to such terms in such sections.

General/ Company Related Terms

Terms	Description
Om Metallogic/OM/ OML / The Company / Our Company / The Issuer / Om Metallogic Limited	Om Metallogic Limited, a Company incorporated under the Companies Act, 1956 having its registered office at Kila No. 17, Harfala Road, Village Sikri, Opp. Gopal Jee Milk Plant, Ballabhgarh, Haryana, India, 121004 and corporate office at C-808, 8th Floor, Vipul Plaza, Sector 81, Faridabad.
Articles of Association	The Articles of Association of our Company as amended from time to time.
Audit Committee	The committee of the Board of Directors constituted as our Company's audit committee in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (LODR) Regulations;
Audited Financial Statements	The Audited Financial Statements of our Company for the Financial Year ending March 31, 2026, 2025, and 2024; which comprises of the balance sheet, the statement of profit and loss (including other comprehensive income, the statement of cash flows,), the statement of changes in Equity notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
Auditors/ Statutory Auditors/ Peer Review Auditor	The Statutory Auditors of our Company being M/s N.K Mittal & Associates, Chartered Accountant.
Board / Board of Directors / our Board	The Board of Directors of our Company or a duly constituted committee thereof, as the context may refer to.
Managing Director	Mr. Manish Sharma is the Managing Director of the company For details, see "Our Management" on page 78

Terms	Description
"Chief Financial Officer" or "CFO"	The chief financial officer of our Company, Mr. Tulsiram
Companies Act	The Companies Act, 2013 and rules issued thereunder, as amended
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, Prachi Gupta, appointed to perform the functions of a "company secretary" under Section 203 of the Companies Act, 2013.
Director(s)	The directors on our Board, as may be appointed from time to time. For details, see "Our Management" on page 78;
Eligible Shareholder(s)	Eligible holder(s) of the Equity Shares of Om Metallogic Limited as on the Record Date;
Equity Shares	Equity Share of the Company having Face Value of Rs. 10/- (Rupees Ten Only), unless otherwise specified;
Executive Director(s)	The Executive Directors of our Company, appointed as per the Companies Act, 2013 and the SEBI LODR Regulations. For details of our Executive Directors, see "Our Management" on page 78.
ESOP	Employee Stock Options Plan
Financial Information	Collectively Unaudited and Audited Financial Statements;
Independent Director	The non-executive, independent Directors of our Company, appointed as per the Companies Act, 2013 and the SEBI LODR Regulations. For details, see "Our Management" on page 78
Independent Chartered Accountant	"Independent Chartered Accountant" shall means NK Mittal & Associates, Chartered Accountant , appointed by the company for the purpose of issuing certificates, reports and/or confirmations in relation to the Issue, who is independent of the Company, its Promoters, members of the Promoter Group, Directors and Subsidiaries, and is eligible to be appointed as an auditor under the Companies Act, 2013 and not disqualified under applicable laws, including the SEBI ICDR Regulations and other applicable provisions of law.
ISIN of Our Company	International Securities Identification Number being INE0R8Q01018.
Group Companies	Group companies of our Company as determined in terms of Regulation 2(1)(t) of SEBI ICDR Regulations.
Key Managerial Personnel/Key Managerial Employees	Key Management Personnel of our Company in terms of the SEBI ICDR Regulations and the Companies Act, 2013 and as described in section entitled "Our Management" on page 78 of this Draft Letter of Offer.
MoA/ Memorandum of Association	The Memorandum of Association of Om Metallogic Limited, as amended from time to time;
Materiality Policy	The policy adopted by our Company for identification of material litigation(s) for the purpose of disclosure of the same in this Draft Letter of Offer.
Nomination and Remuneration Committee	The committee of the Board of directors reconstituted as our Company's Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI (LODR) Regulations;
Non - Executive Director	A Director, not being an Executive Director of our Company
Non-Executive and Independent Director	Non-Executive and Independent Directors of our Company, unless otherwise specified.
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person

Terms	Description
	Resident Outside India) Regulations, 2000 as amended from time to time.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters	The Promoter(s) of our Company are Mr. Manish Sharma and Mrs. Seema Sharma.
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed by our Company to the Stock Exchange from time to time
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of Our Company	The Registered Office of our Company situated at Kila No. 17, Harfala Road, Village Sikri, Opp. Gopal Jee Milk Plant, Ballabhgarh, Haryana, India, 121004.
Registrar of Companies/ RoC	Registrar of Companies, Haryana.
Rights Issue Committee	The committee of our Board constituted for purposes of the Issue and incidental matters thereof.
Senior Management	Senior management personnel of our Company determined in accordance with Regulation 2(1) (bb) of the SEBI ICDR Regulations, and as disclosed in "Our Management" on page. 78.
Shareholders	The equity shareholders of our Company, from time to time, unless otherwise specified in the context thereof;
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Section 178 of the Companies Act, 2013 read with Regulation 20 of SEBI LODR Regulations, 2015.

General Issue Related Terms

Term	Description
Abridged Letter of Offer	Abridged Letter of Offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI (ICDR) Regulations and the Companies Act.
Additional Rights Equity Shares	The Rights Equity Shares applied for or allotted under this Issue in addition to the Rights Entitlement;
Allot/ Allotment/ Allotted	Unless the context requires, the allotment of Rights Equity Shares pursuant to this Issue;
Allotment Account	The account(s) opened with the Banker(s) to the Issue, into which the Application Money lying to the credit of the escrow account(s) and application amounts by ASBA blocked in the ASBA Account, with respect to successful Investors will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act;
Allotment Account Bank(s)	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being [●].
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange;

Term	Description
Allotment Date	Date on which the Allotment is made pursuant to this Issue;
Allottee(s)	The successful applicant to whom the Equity Shares are being / have been offered
Applicant(s)/ Investor(s)	Eligible Equity Shareholder(s) and/or Renouncee(s) who make an application for the Rights Equity Shares pursuant to this Issue in terms of the Draft Letter of Offer/Letter of Offer, including an ASBA Investor;
Application	Application made through submission of the Application Form or plain paper Application to the Designated Branch(es) of the SCSBs or online/ electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price;
Application Form/ Common Application Form (CAF)	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in the Issue;
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price;
Application Supported by Blocked amount or ASBA	Application (whether physical or electronic) used by Applicant(s) to make an application authorizing the SCSB to block the Application Money in a specified bank account maintained with the SCSB;
ASBA Account	An account maintained with SCSBs and as specified in the Application Form or plain paper Application, as the case may be, by the Applicant for blocking the amount mentioned in the Application Form or in the plain paper Application;
ASBA Applicant /ASBA Investor	As per the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, all investors (including Renouncees) shall make an application for an Issue only through ASBA facility;
ASBA Bid	Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations;
ASBA Circulars	Collectively, SEBI circular pertaining to Applications Supported by Blocked Amount (ASBA) facility for right issues, as subsumed under the SEBI ICDR Master Circular (to the extent it pertains to the rights issue process), and any other circular issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard;
Bankers to the Issue/ Refund Bank	Collectively, the Escrow Collection Bank and the Refund Bank to the Issue, in this case is Axis Bank Limited.
Bankers to the Issue Agreement	Agreement dated [●] entered into by and amongst our Company and the Registrar to the Issue, and the Bankers to the Issue for collection of the Application Money from applicants / Investors, transfer of funds to the Allotment Account from the Escrow Account and SCSBs, release of funds from Allotment Account to our Company and other persons and where applicable, refunds of the amounts collected from Investors and providing such other facilities and services as specified in the agreement.
Basis of Allotment	The basis on which the Rights Equity Shares will be Allotted to successful applicants in consultation with the Designated Stock Exchange in this Issue, as described in "Terms of the Issue" beginning on page 99;
Controlling Branches /	Such branches of the SCSBs which coordinate with the Registrar to the

Term	Description
Controlling Branches of the SCSBs	Issue and the Stock Exchange, a list of which is available on SEBI's website, updated from time to time, or at such other website(s) as may be prescribed by the SEBI from time to time;
Demographic Details	Details of Investors including the Investor's address, PAN, DP ID, Client ID, bank account details and occupation, where applicable;
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Applications, used by the ASBA Investors and a list of which is available on the website of SEBI and/or such other website(s) as may be prescribed by the SEBI from time to time;
Designated Stock Exchange	BSE Limited
Depository(ies)	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 2018;
Demat Suspense Account	A separate demat suspense account opened by our Company (namely, "[●]").
Draft Letter of Offer/ DLoF	This Draft Letter of Offer dated 15th August, 2026, filed with the BSE Limited in accordance with the SEBI (ICDR) Regulations, for their observations and in principle approval;
Eligible Equity Shareholders	Existing Equity Shareholders as on the Record Date i.e. [●]. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders;
Escrow Account(s)	One or more no-lien and non-interest-bearing accounts with the Escrow Collection Bank(s) for the purposes of collecting the Application Money from resident Investors updated from time to time or at such other website(s) as may be prescribed by the SEBI from time to time;
Escrow Collection Bank	Banks which are clearing members and registered with SEBI as bankers to an Issue and with whom Escrow Account(s) will be opened, in this case being Axis Bank Limited;
Issue/ Rights Issue	Rights Issue of up to [●] Fully Paid-up Equity Shares of Face Value of Rs. 10/- each of our Company for cash at a price of Rs. [●] (Rupees [●] Only) each including a share premium of Rs. [●] per rights Equity Share, aggregating to an amount of up to Rs. 2,200.00 Lakhs on a rights basis to the eligible equity shareholders of our Company in the ratio of [●] Rights Equity Shares for every [●] fully paid up Equity Shares held by the eligible equity shareholders on the Record Date i.e. [●].
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Material	Collectively, the Letter of Offer, the Common Application Form (CAF)/ Application Form and Rights Entitlement Letter;
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/ Investors can submit their Applications, in accordance with the SEBI (ICDR) Regulations;
Issue Price	Rs. [●]/- ([●]) per Rights Equity Share;
Issue Proceeds	The proceeds of the Issue that are available to our Company;
Issue Size	Amount aggregating up to Rs. 2,200.00 Lakhs (Assuming full subscription)
Letter of Offer/ LoF	The Letter of Offer dated [●], filed with the BSE after incorporating the observations received from the BSE on the Draft Letter of Offer;

Term	Description
Multiple Application Forms	Multiple application forms submitted by an Eligible Equity Shareholder/Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application;
Monitoring Agency	Brickworks Ratings India Private Limited
Net Proceeds	Issue Proceeds less the Issue related expenses. For further details, please refer to the section titled 'Objects of the Issue' on page no. 65;
Non-ASBA Investor/ Non-ASBA Applicant	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process comprising Eligible Shareholders holding Equity Shares in physical form or who intend to renounce their Rights Entitlement in part or full and Renouncees;
Non-Institutional Investors/ NIIs	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI (ICDR) Regulations;
Offer Documents	The Draft Letter of Offer, Letter of Offer including any notices, corrigendum thereto;
Off Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by transferring its Rights Entitlements through off market transfer through a depository participant in accordance with the SEBI ICDR Master Circular, circulars issued by the Depositories from time to time and other applicable laws Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date
On Market Renunciation	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stockbroker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before [●];
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations;
Record Date	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, being [●], [●];
Refund through electronic transfer of Funds	Refunds through NECS, Direct Credit, RTGS, NEFT or ASBA process, as applicable;
Registrar to the Issue/Registrar/RTA	Skyline Financial Services Pvt. Ltd
Registrar Agreement	Agreement dated 10th August, 2026 entered into between our Company and the Registrar to the issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue;
Renouncees	Person(s) who has/have acquired Rights Entitlements from the Eligible Equity Shareholders on renunciation in accordance with the SEBI ICDR Master Circular.
Renunciation Period	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date i.e. [●]. Such period shall close on [●] in case of On Market Renunciation. Eligible Shareholders are requested to ensure that renunciation through

Term	Description
	off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date i.e. [●];
Retail Individual Investors/ RIIs	An individual Investor (including an HUF applying through karta) who has applied for Rights Equity Shares and whose Application Money is not more than Rs. 2,00,000 (Rupees Two Lakhs Only) in the Issue as defined under Regulation 2(1)(vv) of the SEBI ICDR Regulations;
Rights Entitlement (s)	Number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being [●] Rights Equity Share for every [●] Equity Shares held by an Eligible Equity Shareholder on the Record Date.
Rights Entitlement Letter	Letter including details of Rights Entitlements of the Eligible Equity Shareholders. The details of Rights Entitlements are also accessible on the website of our Company.
Rights Equity Shares	Equity Shares of our Company to be Allotted pursuant to this Issue, on fully paid-up basis on Allotment;
SEBI Rights Issue Circulars	Collectively, SEBI circulars bearing reference number 'SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020', 'SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020', 'SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020', 'SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020' 'SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021' and 'SEBI/HO/CFD/SSEP/CIR/P/2022/66 dated May 19, 2022'
SEBI ICDR Master Circular	SEBI master circular (HO/49/14/14(2)2026-CFD-POD2/I/4518/2026) dated February 09, 2026.
SEBI Listing Regulations or SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
Self-Certified Syndicate Banks/ SCSB(s)	The banks registered with SEBI, offering services (i) in relation to ASBA (other than through UPI mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes &intmId=34 Or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes &intmId=35, as applicable, or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI mechanism), a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&int mId=40 or such other website as updated from time to time;
Transfer Date	The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange;
Wilful Defaulter	A Company or person, as the case may be, categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in

Term	Description
	terms of Regulation 2(1)(III) of SEBI (ICDR) Regulations and in accordance with the guidelines on wilful defaulters or a fraudulent borrowers issued by the RBI, including any Company whose director or promoter is categorized as such;
Working Day(s)	In terms of Regulation 2(1)(mmm) of SEBI (ICDR) Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays, and public holidays, on which commercial banks in Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of the Rights Equity Shares on the Stock Exchange, working day means all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI;

Business and Industry related Terms / Abbreviations

Term	Description
Al	Aluminum
ADC	Aluminum-Alloy Die Castings
'AISI'	American Iron and Steel Institute
'AOD'	Argon Oxygen Decarburization
'BPD'	Business and Planning Development;
'B2B'	Business to Business
'CAGR'	Compound Annual Growth Rate
'0C'	Celsius
'CED'	Centre for Enterpreneur Development
'CY'	Current Year
'DFC'	Dedicated Freight Corridor
DG	Diesel Generator
'DGFT'	The Directorate General of foreign Trade
'DSIR'	Department of Scientific and Industrial Research
'D2C'	Direct to Consumer
EOL	End of Life
'EEPC'	Engineering Export Promotion Council of India
'EMDE'	Emerging Market And Developing Economy
'ETP'	Effluent Treatment Plant
EPCG	Export Promotion Capital Goods Scheme
'FDI'	Foreign Direct Investment
FMV	Fair Market Value
FG	Finished Goods
'GDP'	Gross Domestic Product
'GETCO'	Gujarat Energy Transmission Corporation Limited
'GVA'	Gross Value Added;
HP	Horse Power
IAI	International Aluminium Institute
IT	Information Technology
INDAL	Indian Aluminium Company
IPQC	In Process Quality Control
IPR	Intellectual Property Rights
'IMF'	International Monetary Fund;

Term	Description
'Kg'	Kilogram
'KL'	Kilo Liters
'KWH'	kilowatt hour
KVA	Kilo voltage
LED	Light-emitting diode
LME	London Metal Exchange
'MoU'	Memorandum of Understanding
'MT'	Metric Ton
MGO	Magnesium oxide
MN	Million
MW	Mega Watt
'NABL'	National Accreditation Board for Testing and Calibration Laboratories
'OEM'	Original Equipment Manufacturers
'PSQ'	Precision Shaft Quality
P & M	Plant and Machinery
PM	Packing Material
QA	Quality Assurance
QC	Quality Control
RM	Raw Material
RR	Recycling rate
'R & D'	Research and Development
'SS'	Stainless Steel
Sq. Ft.	Square Feet
'TPA'	Tonnes per Annum
TPD	Tonnes per day
TPY	Tonnes per year
UBC	Used Beverages Can

Conventional and General Terms or Abbreviations

Term	Description
"₹"/"Rs."/"Indian Rupees"/ "INR"	Indian Rupees, the official currency of the Republic of India
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the SEBI AIF Regulations
AY	Assessment Year
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2016
CBIC	Central Board of Indirect Taxes and Customs
CDSL	Central Depository Services (India) Limited
Central Government	The Central Government of India
CFO	Chief Financial Officer
CIN	Corporate Identity Number
Companies Act	Companies Act, 2013, as amended from time to time
Companies Act, 1956	Companies Act, 1956 and the rules made thereunder, as the context

Term	Description
	requires
Companies Act, 2013	Companies Act, 2013 and the rules made thereunder
COVID-19 / Novel Coronavirus	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CRAR	Capital adequacy ratio/Capital to risk assets ratio
CrPC	Code of Criminal Procedure, 1973
CTS	Cheque Truncation System
Depositories Act	The Depositories Act, 2018 as amended from time to time
DIN	Director Identification Number
DP	Depository Participant as defined under the Depositories Act
DP ID	Depository Participant's Identity
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EPS	Earnings per Share
EGM	Extraordinary General Meeting
FCNR Account / FCNR	Foreign Currency Non-Resident Account
FBIL	Financial Benchmarks India Private Limited
FDI	Foreign Direct Investment
FEMA Act / FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations promulgated there under and any amendments thereto.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2017 as amended from time to time
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Fiscal /Fiscal Year/ Financial Year/FY	12-month period commencing from April 1 and ending on March 31 of the immediately succeeding year.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FPI	Foreign Portfolio Investor
FVCIs	Foreign venture capital investors as defined in and registered with SEBI under the SEBI FVCI Regulations.
GCP	General Corporate Purpose
Government/GoI	Government of India
GST	Goods and Service Tax
HFC	Housing finance companies
HUF	Hindu Undivided Family
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	Institute of Chartered Accountants of India
IFRS	International Financing Reporting Standards
Ind AS	Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
Indian GAAP	Generally accepted accounting principles followed in India.
Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time
ISIN	International Securities Identification Number
ISRO	Indian Space Research Organisation
I.T. Act / IT Act	Income Tax Act, 1961/2025

Term	Description
I. T. Rules	Income Tax Rules, 1962/2026, as amended from time to time.
KMP	Key Managerial Personnel
Lakh	One hundred thousand
MCA	Ministry of Corporate Affairs, Government of India
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House which is a consolidated system of ECS.
NBFC	Non-banking financial companies
NCD(s	Non-convertible debentures
Net Worth	Aggregate of Equity Share capital and other equity
NCLT	National Company Law Tribunal
NCLAT	National Company Law Appellate Tribunal
NEFT	National Electronic Fund Transfer
N.A.	Not Applicable
NI Act	Negotiable Instruments Act, 1881
NR	Non-Resident
NRE	Non-Resident External Account
NRI	Non-Resident Indian
NSDL	National Securities Depositories Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Deposit) Regulations, 2000 and which was in existence on the date of the commencement of Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's)) Regulations, 2003 and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the regulations.
p.a.	Per Annum
PAN	Permanent Account Number
PAT	Profit after tax
QP	Qualified purchaser as defined in the U.S. Investment Company Act
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlement
SCORES	SEBI Complaints Redress System
SCRA	The Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act, 1992
SEBI Act	The Securities and Exchange Board of India Act 1992, as amended from time to time

Term	Description
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time
SEBI ICDR Regulations /ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Listing Regulations/ Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
SEBI Takeover Regulations/ SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended from time to time
SEBI Relaxation Circulars	SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, read with SEBI circulars bearing reference numbers SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020 and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021
SEBI Rights Issue Circulars	Collectively, SEBI circular, bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020, bearing reference number SEBI/HO/CFD/CIR/CFD/DIL/67/2020 dated April 21, 2020 and the SEBI Relaxation Circulars
STT	Securities transaction tax
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
Total Borrowings	Aggregate of debt securities, borrowings (other than debt securities) and subordinated liabilities
UPI	Unified Payments Interface
U.S/United States	The United States of America
USD / US$	United States Dollars
US Securities Act	The United States Securities Act of 1933, as amended from time to time
VCFs	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
WHO	World Health Organization

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, the Letter of Offer, Application Form and Rights Entitlement Letter and any other offering material (collectively, the "Issue Materials") and issue of Rights Entitlement as well as Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or Application Form may come or who receive Rights Entitlement and propose to renounce or apply for Rights Equity Shares in the Issue are required to inform themselves about and observe such restrictions. For more details, see "Restrictions on Purchases and Resales" beginning on page 140.

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. In case such Eligible Equity Shareholders have provided their valid e-mail address to our Company, the Issue Materials will be sent only to their valid e- mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Issue Materials will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas Eligible Equity Shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any of the Issue Materials.

The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Materials shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Materials. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Draft Letter of Offer, the Letter of Offer, and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction or the United States where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If the Issue Materials are received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For more details, see "Restrictions on Purchases and Resales" beginning on page 140

Any person who makes an application to acquire Equity Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that she/he is authorized to acquire the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in her/his jurisdiction. Our Company, the Registrar to the Issue or any other person acting on behalf of us reserve the Rights to treat any CAF as invalid where we believe that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such CAF. Neither the delivery of Letter of Offer and CAFs nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to the date of the Letter of Offer.

Investors can also access this Draft Letter of Offer, the Letter of Offer, and the Application Form from the websites of our Company, the Registrar and the Stock Exchanges.

Our Company, and the Registrar will not be liable for non-dispatch of physical copies of the Issue Materials, including this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter and the Application Form, in the event the Issue Materials have been sent on the registered e-mail addresses of such Eligible Equity Shareholders available with the Registrar in their records.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer is being filed with the Stock Exchanges. Accordingly, the Rights Equity Shares may not be offered or sold, directly or indirectly, and the Issue Materials may not be distributed, in whole or in part, in (i) the United States, or (ii) any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction.

Any person who purchases or renounces the Rights Entitlements or makes an application to acquire the Rights Equity Shares will be deemed to have declared, represented, warranted and agreed that such person is outside the United States or such jurisdiction and is eligible to subscribe and authorized to purchase or sell the Rights Entitlements or acquire Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and in India, without the requirement for our Company or our affiliates to make any filing or registration in the United States or any other jurisdiction (other than in India). In addition, each purchaser or seller of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgments and agreements set forth in the "Restrictions on Purchases and Resales" section beginning on page 140.

Our Company, in consultation with the Registrar, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States or any other jurisdiction where the offer and sale of the Rights Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting the Application Form is outside the United States and such person is eligible to subscribe for the Rights Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with the Issue; or (iii) where either a registered Indian address is not provided; or (iv) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Equity Shares in respect of any such Application Form.

Neither the receipt of this Draft Letter of Offer nor any sale of Rights Equity Shares hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer or the date of such information. The contents of this Draft Letter of Offer should not be construed as legal, tax, business, financial or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Equity Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of the Rights Equity Shares or Rights Entitlements. In addition, our Company is not making any representation to any offeree or purchaser of the Rights Equity Shares regarding the legality of an investment in the Rights Entitlements or the Rights Equity Shares by such offeree or purchaser under any applicable laws or regulations.

Investors are advised to make their independent investigations and ensure that the number of Rights Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by any regulatory authority, nor has any regulatory authority passed upon or endorsed the merits of the offering

of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in certain jurisdictions.

The Issue Materials are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

NO OFFER IN THE UNITED STATES

THE RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS HAVE NOT BEEN RECOMMENDED BY ANY U.S. FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THE DRAFT LETTER OF OFFER AND THE CAF. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES. THE RIGHTS AND SECURITIES OF THE COMPANY, INCLUDING THE RIGHTS EQUITY SHARES AND RIGHT ENTITLEMENTS HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT, 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR THE TERRITORIES OR POSSESSIONS THEREOF (THE "UNITED STATES" OR "U.S.") OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, "U.S. PERSONS" (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT ("REGULATIONS"), EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT. THE RIGHTS EQUITY SHARE REFERRED TO IN THIS DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES OR RIGHTS. ACCORDINGLY, THIS DRAFT LETTER OF OFFER AND THE ENCLOSED CAF SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation or purchase of the Equity Shares and/ or Rights Entitlements from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. No Application Form should be postmarked in the United States, electronically transmitted from the United States or otherwise dispatched from the United States or from any other jurisdiction where it would be illegal to make an offer of securities under this Draft Letter of Offer or where any action would be required to be taken to permit the Issue. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will dispatch the Letter of Offer, the Application Form and other applicable Issue Materials primarily to the e-mail addresses of the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires or sells the Rights Entitlements or makes as application for the Rights Equity Shares will be deemed to have represented, declared, warranted and agreed, by accepting the delivery of the Letter of Offer, that it is not and that at the time of subscribing for the Rights Equity Shares or the purchase or sale of the Rights Entitlements, it will not be, in the United States and is authorized to acquire or sell the Rights Entitlement and subscribe to the Rights Equity Shares in compliance with all applicable laws and regulations.:

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by the U.S. Securities and Exchange Commission, any other federal or state securities commission in the United States, the securities authorities of any non-United States jurisdiction or any other U.S. or non-U.S. regulatory authority, nor have any of the foregoing 10 authorities passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in the United States and may be a criminal offence in certain other jurisdictions.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer.

In making an investment decision, investors must rely on their own examination of our Company and the terms of the Issue, including the merits and risks involved.

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PRESENTATION, USE OF FINANCIAL INFORMATION AND OTHER INFORMATION

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to "India" contained in this Letter of Offer are to the Republic of India and the "Government" or "GoI" or the "Central Government" or the "State Government "are to the Government of India, Central or State, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Letter of Offer to the "US" or "U.S." or the "United States" are to the United States of America and its territories and possessions. Unless otherwise specified, all references in this Letter of Offer are in Indian Standard Time. Unless indicated otherwise, all references to a year in this Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable.

Unless stated otherwise, all references to page numbers in this Letter of Offer are to the page numbers of this Letter of Offer.

Financial Data

Unless stated or the context requires otherwise, our financial data included in this Draft Letter of Offer is derived from the Audited Financial Statements of our Company as of and for the financial year ended March 31, 2026, 2025 and 2024.

We have prepared our Audited Financial Statements of our Company as of and for the financial year ended March 31, 2026, 2025 and 2024 in accordance with Indian Accounting Standard (Ind AS), Companies Act, and other applicable statutory and / or regulatory requirements. Our Company publishes its financial statements in Indian Rupees.

For details of the Audited Financial Statements for the financial year ended March 31 2026, please refer to the section titled "Financial Statements" beginning on page 89 of this Draft Letter of Offer.

Our Company's Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular Financial Year or Fiscal, unless stated otherwise, are to the 12 months period ending on March 31 of that particular calendar year.

In this Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures.

Currency of Presentation

- All references in this Draft Letter of Offer to "Rupees", "Rs.", "₹" "Indian Rupees" and "INR" are to Rupees, the official currency of the Republic of India.

- All references to "U.S. $", "U.S. Dollar"," USD" or "$" are to United States Dollars, the official currency of the United States of America..

Please Note:

One million is equal to 1,000,000/10 lakhs;
One billion is equal to 1,000 million/100 crores;
One lakh is equal to 100 thousand;
One crore is equal to 10 million/100 lakhs;

Industry and Market Data

Unless stated otherwise, industry data used throughout this Letter of Offer has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although our Company believes that industry data used in this Letter of Offer is reliable, it has not been independently verified.

The industry data used in this Draft Letter of Offer has not been independently verified by our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors and cannot be verified with certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey.

The extent to which market and industry data used in this Draft Letter of Offer is meaningful depends on the reader's familiarity with and understanding of methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which our business is conducted, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "Risk Factors" on page 37 of this Draft Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

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FORWARD LOOKING STATEMENTS

Certain statements contained in this Draft Letter of Offer that are not statements of historical fact constitute 'forward- looking statements. Investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'expected to', 'intend', 'is likely', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'will', 'would', or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

All statements regarding our Company's expected financial conditions, result of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our Company's business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Draft Letter of Offer that are not historical facts. These forward-looking statements contained in this Draft Letter of Offer (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our Company's expectations include, among others:

- Uncertainty of the continuing impact of the pandemic on our business and operations;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various business plans;
- Any failure or disruption of our information technology system;
- Increasing competition in or other factors affecting the industry segments in which our Company operates;
- Changes in laws and regulations relating to the industries in which we operate;
- Fluctuations in operating costs and impact on the financial results;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in other countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices; and
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in the sections titled "***Risk Factors***" on page 37.

The forward-looking statements contained in this Draft Letter of Offer are based on the beliefs of our Company's management, as well as the assumptions made by, and information currently available to, the management of our Company. Whilst our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Draft Letter of Offer or the respective dates indicated in this Draft Letter of Offer, and our Company undertakes no obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialise, or if any of our Company's underlying

assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

In accordance with SEBI and Stock Exchange requirements, our Company will ensure that the Eligible Equity Shareholders are informed of material developments until the time of the grant of listing and trading permissions for the Rights Equity Shares by the Stock Exchanges.

SECTION II – SUMMARY OF DRAFT LETTER OF OFFER

The following is a general summary of certain disclosures included in this Draft Letter of Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Letter of Offer or all details relevant to the prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Letter of Offer, including, ***"Risk Factors"****,* ***"Capital Structure"****,* ***"Objects of the Issue"****, and* ***"Outstanding Litigation and Defaults"*** *beginning on pages 37, 62, 65, 91 respectively of this Draft Letter of Offer.*

SUMMARY OF OUR BUSINESS

Incorporated in 2011, we are an aluminium recycling Company, primarily engaged in processing aluminium based metal scrap to manufacture aluminium alloys in the form of ingots. The versatile properties of aluminium and its alloys, results in it being used in automobiles Industry. Aluminium alloys are used in mostly automobiles components due to its stiffness, corrosion resistance and excellent strength to weight ratio.

Our Company was originally incorporated at Haryana as "Om Metallogic Private Limited" on 14th December, 2011 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. On March 22, 2013, our Company acquired Proprietary business of M/s Om Industries, a proprietary firm owned by Mr. Manish Sharma w.e.f April 01, 2013 along with the assets and liabilities of the proprietorship concern as going concern. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Om Metallogic Limited" vide fresh certificate of incorporation dated 26th June, 2023 issued by the Registrar of Companies, Delhi.

The Corporate Identification Number of Our Company is L28113HR2011PLC044569. Our Company is listed on the BSE Limited (BSE) effective from October 7, 2025 bearing Symbol 'OML'. The ISIN of our company is INE0R8Q01018. and the Scrip code is 544559.

Our Promoters have been instrumental in the business growth of the Company and are actively engaged in corporate strategy and planning. Our Company is promoted by Mr. Manish Sharma and Mrs. Seema Sharma who were the subscribers to the memorandum of Association at the time of Incorporation of our Company, they are also the Executive Directors of our Company. Our promoters are the guiding force behind the strategic decisions of our Company and under their guidance, our Company has been able to successfully execute our business strategies over the years.

As on date of this Draft Letter of Offer, our manufacturing facility has accreditations such as ISO 9001:2015 for quality management systems. Our manufacturing unit is, situated in an area of 33600 sq. feet at Kila No. 17, Harfala Road, Village Sikri, Opp. Gopal Jee Milk Plant, Ballabhgarh, Haryana, India, 121004 and has 9125 Ton per Annum installed capacity for processing aluminium scrap. Our manufacturing facility is strategically located near to majority of our customers' manufacturing facilities allowing us to optimise our deliveries, reduce lead times and facilitate greater interaction with our customers.

The major role in melting of metal is played by furnace, which is a high – temperature device used to melt the metal scrap. It is a structure in which material can be heated to very high temperature. The aluminium ingots are produced though induction furnace by melting of aluminium scrap. This is continuous process controlled by uniform heating with the help of electricity. The aluminium scrap is put into the crucible and heated to the required temperature for secondary refining. The liquid metal then poured into cast iron moulds and the ingots so produced from furnace.

We are a customer centric company, constantly striving to create value for our customers through products offered and committed deliveries. Currently, our majority portion of the revenue comes from the state of Delhi, Haryana and Uttar Pradesh.

Key Performance Indicators of our Company:

Financials KPIs of our Company
(Amount in Lakhs, except for percentage)

	For the Period ended on		
Particulars	**31.03.2026**	**31.03.2025**	**31.03. 2024**
Revenue from operations	7513.03	5,999.62	3,854.50
Growth in Revenue from Operations (%)	25.23%	55.65%	1.95%
EBITDA	692.85	623.67	372.84
EBITDA margin (%)	9.22%	10.40%	9.67%
PAT	471.48	411.88	221.60
PAT Margin (%)	6.28%	6.87%	5.75%
ROE (%)	19.26%	42.37%	35.38%
ROCE (%)	27.06%	55.50%	48.96%
EPS (Basic & Diluted)	7.24	7.82	4.30

Notes:

i. *Revenue from Operations means the Revenue from Operations as appearing in the Audited Financial Statements.*

ii. *Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period minus Revenue from Operations of the preceding period, divided by Revenue from Operations of the preceding period.*

iii. *EBITDA is calculated as profit for the period / year, plus tax expenses (consisting of current tax, deferred tax and current taxes relating to earlier years), Interest Expenses and depreciation and amortization expenses minus other Income.*

iv. *EBITDA Margin (%) is calculated as EBITDA divided by Revenue from Operations.*

v. *Profit After Tax Means Profit for the period/year as appearing in the Audited Financial Statements.*

vi. *PAT Margin (%) is calculated as Profit for the period/year divided by Revenue from Operations.*

vii. *RoE (Return on Equity) (%) is calculated as net profit after tax for the period / year divided by Average Shareholder Equity.*

viii. *RoCE (Return on Capital Employed) (%) is calculated as earnings before interest and taxes divided by average capital employed. Capital Employed includes Equity Shares, Reserves and surplus, Long- Term Borrowing.*

OUR STRENGTHS:

Leveraging the experience of our Promoter and employees:

Our Promoters have played a key role in guiding, developing, and growing our business. Under the leadership and experience of our Promoters, our company has seen significant growth in the overall

business. Our Promoters, have a proven background and experience in the Metal industry. We believe their leadership and vision have been instrumental in driving our growth since inception and implementing our business strategies. They are the guiding force behind all the corporate decisions and is responsible for the entire business operations of the Company. Their industry knowledge and understanding also gives us the key competitive advantage enabling us to expand business operations of the Company, while exploring new growth avenues. The expertise and experience of our Promoters, Directors and employees coupled with client relationships gives us a competitive edge over our competitors.

In-house manufacturing facility supported by technology driven process

We presently carry all our manufacturing operations through our production facility located at Kila No. 17, Harfala Road, Village Sikri, Opp. Gopal Jee Milk Plant, Ballabhgarh, Haryana, India, 121004 which has 5,280 Ton per Annum installed capacity for processing aluminium scrap. We believe that we have been able to setup an efficient, technology driven manufacturing process that has helped us to manufacture our products in accordance with the requirements and specifications of our customers in a cost-effective manner. Our infrastructure in the manufacturing facility gives us the flexibility to process various types of metal scrap, and manufacture alloys in line with the required composition and also enables us to process and utilize various types of scrap.

Long-standing relationship with our customers

We serve a client base of manufacturers to automotive and ancillaries units, and other units engaged in manufacturing or distribution of aluminium products. We generally do not enter into long term agreements with our customers, however, we have developed long-standing relationships with these customers. Maintaining strong relationships with our key customers is essential to our business strategy and to the growth of our business. Owing to our strong customer relationships and product quality, we have been able to retain a number of our customers for a long period of time ensuring uninterrupted supplies of our products to them.

Focus on Quality and Timely Delivery:

We believe that meeting deadlines along with managing quality are bed rock of successful strategy. We stress on and constantly strive to maintain and improve our quality. Our focus on quality and innovation helps us to complete in the segment we deal. Intensive care is taken to determine the standard of every material/ product dispatched. Further, as a certification of the quality assurance, our Company has received ISO 9001:2015 for quality management systems. We believe that our focus on quality of products has enabled us to sustain our business model to benefit our customers.

OUR BUSINESS STRATEGIES:

Expand our customer base

A key strategy for increasing and growing our business is to increase the strength of our relationship with our existing customers, reaching out for new customers & widen our customer base. Our strategy is to widen our customer base geographically as well as demographically. We intend to continue to invest in our existing services so as to provide better experiences to our existing clients and also provide services for increasing the client base of our Company. We believe that maintaining healthy relationships with our customers by providing them with the quality product also lead to repeated business from existing customers and that further supports in constantly adding new customers.

Expansion of Geographic Reach:-

We intend to expand our geographical reach and enter the large domestic market for growth opportunities of our business. Currently, we have presence in the state of Delhi, Haryana, Uttar Pradesh and we plan to deepen our presence in the existing market and expand our reach and penetrate into the large available market by giving scale down low-price solution and grab major market share.

Details of Statewise revenue from operations:

(Amount in Rs. Lakhs)

Name of State (In India)	**FY 2025-26**		**FY 2024-25**		**FY 2023-24**	
	Amount	**%**	**Amount**	**%**	**Amount**	**%**
Haryana	7453.56	99.20%	5,780.95	96.36%	3492.99	90.62%
Delhi	14.44	0.2%	152.76	2.55%	348.17	9.03%
Uttar Pradesh	45.02	0.6%	65.91	1.10%	13.35	0.35%
Rajasthan	-	-	-	-	-	-
Total Domestic Revenue from operations	**7513.03**	**100%**	**5,999.61**	**100.00%**	**3854.50**	**100.00%**

Continue to strive for cost efficiency

We will continue to focus on further increasing our operations and improving operational effectiveness at our production facility. Higher operational effectiveness results in greater production volumes and higher sales which allows us to reduce our fixed cost and thereby, increasing our profit margins. We wish to constantly pass such benefit to our customers and increase our efficiency further. We also wish to target economies of scale to gain increased negotiating power on procurement.

Attract, train and retain qualified personnel:-

We believe that maintaining quality, ensuring timely delivery, minimising costs, and completion of our proposed orders depend largely upon the technical skill and workmanship of our employees. We intend to improve our competitiveness by increasing our focus on addition of staff having the required skill set. We continuously focus on retaining and hiring trained workforce equipped them with the latest skill sets.

Focus on consistently meeting quality of our products

Our Company is committed to consistently maintaining high-quality standards in the manufacturing of aluminium alloys, recognizing that quality is a key factor in ensuring customer satisfaction and long-term business relationships.

In aluminium alloy production, accurate chemical composition and consistency are critical. Therefore, we place emphasis on regular composition checks, in-process inspections, and final product testing. Delivering aluminium alloys with the right specifications and reliability not only builds customer trust but also strengthens our reputation in the market as a dependable and quality-conscious manufacturer. Continuous quality review of products and timely corrective measures in case of quality diversion are keys for maintaining quality standards of the products.

Our Manufacturing Facility:

Address: Kila No. 17, Harfala Road, Village Sikri, Opp. Gopal Jee Milk Plant, Ballabhgarh, Haryana, India, 121004.















Our Product:-

Product	Description	Image
Aluminium Alloys (Ingots)	Our Company manufacture aluminium ingots with customized chemical compositions as specified by our customers. To make the aluminium alloys suitable for various industrial applications, elements such as zinc, magnesium, silicon, and others are blended with aluminium in precise proportions. This ensures that the final alloy meets the mechanical and performance requirements of each customer. These ingots are sold to other manufacturers, who use them as raw material for further melting and processing. The ingots are commonly used in the production of a wide range of products used for automobile and other industries.	 

MANUFACTURING PROCESS:

Set forth below is a brief description of the process carried out in our facility:

- **Material Receiving**: We procure aluminium based scrap from various suppliers located in domestic market.
- **Segregation of scraps:** Sorting of scraps is carried out whereby we separate the aluminium content from mixed metal scrap. Such segregation is done with the help of few equipment such as magnetic

separator, water washing system. We also employ skilled sorters for hand picking of various metals from the scrap.

- **Melting** - Segregated aluminium is melted in the hot refining furnace. To get optimum recoveries from various varieties of aluminium scrap, our company uses melting furnaces.
- **Drossing** - During melting of aluminium, a layer of aluminium oxide (dross) is created on the surface of the molten metal in the furnace. This dross is removed from the furnace and further processed to extract the aluminium content present in it. The equipments employed by our Company to process dross include integrated dross separation machines and pulverizers.
- **Alloying**: After drossing, a sample is taken from the furnace and is sent for testing the chemical composition. On the basis of the test reports, other desired elements are added to achieve a specific alloy composition. This process is called as alloying process, which results in production of aluminium alloys.
- **Casting**: After ensuring adherence of all quality parameters, the molten metal from the melting furnace is either casted into ingots or cubes or notch bars or shots. We also use auto casters and stackers for ensuring adequate shape, size and packaging.
- **Quality Assurance**: Our company conducts various quality checks to ensure that the quality of the end product is as per the set standards. Various checks employed by us for ensuring proper quality includes K mould test, spectrometer analysis and density index.
- **Dispatch**: After quality test and final visual pre dispatch inspection, the products are dispatched to customers.

OUR CUSTOMER(S) –

The following are the details of Revenue earned from our top 10 customers along with the percentage of the same to the Revenue from Operations:

(Figures in lakhs, except %)

Sr. No	Particulars	FY 2026		FY 2025		FY 2024	
		In Lakhs	% of Revenue from Operations	In Lakhs	% of Revenue from Operations	In Lakhs	% of Revenue from Operations
1.	Customer 1	4400.37	58.57	3,523.59	58.73	2344.93	60.84
2.	Customer 2	386.91	5.15	1,782.77	29.71	635.56	16.49
3.	Customer 3	696.39	9.27	181.63	3.03	347.31	9.01
4.	Customer 4	85.57	1.14	150.89	2.51	135.80	3.52
5.	Customer 5	1231.64	16.39	111.56	1.86	103.96	2.70
6.	Customer 6	215.40	2.87	44.72	0.75	88.27	2.29
7.	Customer 7	75.68	1.01	43.04	0.72	63.25	1.64
8.	Customer 8	60.05	0.80	34.27	0.57	48.48	1.26
9.	Customer 9	45.02	0.60	26.83	0.45	47.25	1.23
10.	Customer 10	50.94	0.68	24.70	0.41	13.35	0.35
	Total	**7247.96**	**96.47**	**5924.01**	**98.74**	**3828.16**	**99.33**

OUR SUPPLIER(S) –

The following are the details of transactions dealt with our top 10 suppliers along with the percentage of the same to the Revenue from Operations:

(Figures in lakhs, except %)

Sr. No	Particulars	FY 2026		FY 2025		FY 2024	
		In Lakhs	% of Revenue from Operations	In Lakhs	% of Revenue from Operations	In Lakhs	% of Revenue from Operations
1.	Supplier 1	1,667.21	16.78	2,330.58	43.56	835.62	25.24
2.	Supplier 2	1,179.37	11.87	616.63	11.53	437.93	13.23
3.	Supplier 3	724.20	7.29	455.25	8.51	332.45	10.04
4.	Supplier 4	429.82	4.33	326.55	6.10	343.2	10.37
5.	Supplier 5	1,433.83	14.43	277.32	5.18	302.49	9.14
6.	Supplier 6	848.01	8.53	261.11	4.88	261.11	7.89
7.	Supplier 7	452.04	4.55	233.23	4.36	137.33	4.15
8.	Supplier 8	209.06	2.10	210.08	3.93	126.50	3.82
9.	Supplier 9	412.46	4.15	150.92	2.82	103.59	3.13
10.	Supplier 10	223.97	2.25	127.49	2.38	94.26	2.85
	Total	**7579.96**	**76.28**	**4989.16**	**93.26**	**2974.49**	**89.86**

UTILITIES & INFRASTRUCTURE FACILITIES

OUR RAW MATERIALS

The primary raw materials required for our projects is aluminium scrap. These raw materials are readily available in the domestic market. Our Company procures the raw material from the suppliers directly. We have not entered into long term supply contract with our suppliers. Raw materials are usually sourced from a location near the manufacturing facility.

Infrastructure Facilities

Our registered office and Corporate office is well equipped with computer systems, machineries, internet connectivity, other communication equipment, security and other facilities, as required for the smooth functioning of our business operations.

Water:

At our premises RO – Purified Bottled water is used only for the drinking and sanitation purposes by our Human Resources and no such amount of water is used in the process of our business operations.

Electricity:

The requirement of power for our operations, like power for lighting and operating the plant/machinery/equipment is met through the state electricity board and our DG Sets.

CAPACITY AND CAPACITY UTILISATION

Aluminum Alloys:

Particulars	2023-24	2024-25	2025-26
Installed Capacity (in Ton per year)	5280	5280	9125
Actual Production (in Ton per year)*	2407	3184	3074
Capacity Utilization (in %)*	46%	60%	34%

**Rounded off*

For details, please refer to Chapter titled "Risk factors" page 37 of this Draft Letter of offer.

SUMMARY OF INDUSTRY

In 2026, the global Aluminium Recycling Market is estimated at USD 122.63 Billion. With consistent expansion, the market is projected to attain USD 184.16 Billion by 2035. The market is forecast to grow at a CAGR of 4.62% over the period from 2026 to 2035.

The Aluminium Recycling Market is driven by the recovery of over 35 million metric tons of secondary aluminium annually, accounting for nearly 30% of global aluminium supply. Recycling aluminium consumes up to 95% less energy than primary smelting, with secondary production requiring only 5–10 kWh per kg compared to 50–60 kWh per kg for primary aluminium. More than 75% of all aluminium ever produced remains in use due to recyclability. Industrial scrap contributes around 60% of recycled volumes, while post-consumer scrap represents approximately 40%. Aluminium Recycling Market Insights highlight increasing closed-loop recycling systems across automotive and beverage packaging sectors.

The USA Aluminium Recycling Market processes nearly 4.4 million metric tons of aluminium annually, with recycling rates exceeding 50% across multiple end-use sectors. Beverage can recycling in the USA achieves recovery rates near 45–50%, translating to over 60 billion cans recycled each year. Secondary aluminium accounts for about 70% of domestic aluminium production, reducing dependence on imported bauxite and primary metal. Automotive scrap contributes roughly 35% of recycled feedstock, while construction waste accounts for about 20%. Aluminium Recycling Market Analysis indicates that more than 160 recycling facilities operate across the USA, strengthening domestic circular economy initiatives.

The Aluminium Recycling Market Trends highlight a rapid transition toward circular manufacturing models, with over 65% of aluminium producers integrating recycling units into supply chains. Beverage packaging recycling continues to dominate, with more than 75 billion aluminium cans recycled globally each year, saving nearly 100 million tons of CO_2 emissions annually. Advanced sorting technologies such as AI-enabled scrap recognition have improved recovery efficiency by nearly 20–25%, reducing contamination levels below 10% in developed regions.

Automotive lightweighting initiatives have increased recycled aluminium usage by approximately 30% over the past decade, with electric vehicles using up to 250 kg of aluminium per unit. Building and construction sectors now incorporate around 60% recycled aluminium content in window frames and structural components. Aluminium Recycling Market Growth is also supported by policy frameworks, as over 70 countries have implemented recycling mandates or extended producer responsibility regulations. Demand for low-carbon aluminium products with recycled content above 50% is increasing among OEMs targeting emission reductions exceeding 40%.

Aluminium Recycling Market Segmentation

Aluminium Billet: Aluminium billet represents a substantial portion of recycled aluminium output, accounting for nearly 30% of secondary aluminium production globally. Recycled billets are widely used in extrusion processes for architectural systems, automotive components, and industrial profiles. Billets produced from recycled feedstock typically contain 50–75% secondary aluminium, reducing energy consumption by nearly 80–90% compared to primary billet manufacturing. Infrastructure expansion across Asia and Europe drives billet demand, with extruded aluminium usage exceeding 10 million tons annually in construction and transportation applications. Recycled billet production also benefits from closed-loop industrial scrap recovery, where extrusion manufacturers reprocess up to 90% of their own process scrap, significantly improving material efficiency. Aluminium Recycling Market Analysis indicates rising adoption of low-carbon extruded aluminium, particularly in green buildings where recycled billet content exceeding 60% supports sustainability certifications. Additionally, recycled billets offer mechanical performance comparable to primary aluminium, maintaining tensile strengths within 5–10% of virgin material standards, which enhances adoption across structural engineering and industrial manufacturing segments.

Aluminium Scrap: Aluminium scrap remains the largest feedstock category, accounting for approximately 45% of total recycled aluminium volumes and serving as the backbone of the Aluminium Recycling Market. Scrap sources include post-consumer waste such as beverage cans and automotive parts, as well as industrial scrap from manufacturing offcuts and machining residues. Industrial scrap contributes roughly 60% of total scrap supply, while post-consumer scrap represents about 40%, with recovery rates varying widely across regions. In developed economies, scrap collection efficiency exceeds 70%, whereas emerging markets often report recovery rates below 40%. Scrap recycling significantly reduces landfill dependency, lowering waste volumes by nearly 70% and cutting lifecycle emissions by more than 85% compared to primary aluminium production. Global scrap trading volumes exceed 20 million tons annually, supported by international scrap flows between North America, Europe, and Asia-Pacific. Aluminium Recycling Industry Report findings show that advancements in automated scrap sorting technologies have improved alloy separation accuracy by nearly 30%, increasing usable material yield and enabling production of higher-purity recycled aluminium products suitable for demanding applications such as automotive body sheets and packaging-grade aluminium.

Aluminium Ingot: Recycled aluminium ingots account for roughly 25% of the Aluminium Recycling Market, primarily serving casting-intensive industries such as automotive, machinery, and consumer goods manufacturing. Secondary aluminium ingots often contain recycled content levels exceeding 80%, making them one of the most energy-efficient aluminium product forms. Automotive die casting alone consumes more than 60% of recycled ingot output, particularly for engine blocks, transmission housings, and structural components requiring lightweight yet durable alloys. Secondary ingot production reduces greenhouse gas emissions by nearly 85–90% compared to primary aluminium ingots, making it a preferred material for manufacturers targeting carbon footprint reductions above 40%. Alloy standardization has improved significantly, with impurity levels reduced below 0.3%, enabling consistent mechanical properties suitable for high-performance applications. Aluminium Recycling Market Insights highlight increasing investments in advanced refining and melt treatment technologies that improve metallurgical quality and allow recyclers to produce tailored alloy compositions. Additionally, recycled ingots play a key role in circular manufacturing systems, where automotive scrap recovery rates exceeding 85% ensure steady feedstock availability for closed-loop recycling ecosystems.

MARKET DYNAMICS

Recycling aluminium requires up to 95% less energy than primary production, making it essential for industries targeting emission reductions of over 50%. Secondary aluminium production emits approximately 0.5–1.5 kg CO_2 per kg, compared to 10–12 kg CO_2 per kg for primary aluminium. More than

80% of beverage manufacturers are increasing recycled aluminium usage, while automotive companies are targeting recycled content levels above 30–40%. Aluminium Recycling Market Opportunities are expanding as governments introduce recycling targets exceeding 60% across multiple sectors.

Global scrap collection efficiency varies widely, with recovery rates below 40% in emerging economies compared to over 70% in developed regions. Mixed alloy scrap contamination can reduce usable recycled material by nearly 20–25%, increasing processing costs by around 15%. Informal recycling sectors dominate nearly 30% of scrap handling in developing countries, limiting standardized quality control. Aluminium Recycling Industry Analysis shows that inadequate logistics networks increase material loss rates by 10–12%, restricting supply consistency for industrial users.

INVESTMENT ANALYSIS AND OPPORTUNITIES

The Aluminium Recycling Market Opportunities are expanding as global investments in recycling infrastructure exceed tens of millions of tons of planned capacity additions. More than 30% of aluminium producers have announced recycling capacity expansions between 2023 and 2025. Investments in automated sorting facilities have improved recovery efficiency by nearly 25%, reducing contamination levels below 5%.

Private equity participation in recycling ventures has increased by approximately 20%, targeting scrap processing hubs in Asia and Europe. Governments in over 50 countries have introduced incentives promoting recycling rates above 60%. Aluminium Recycling Market Outlook shows increasing demand for recycled billet and ingot products with recycled content exceeding 70%. Strategic partnerships between recyclers and OEMs are enabling closed-loop supply chains, reducing material costs by nearly 15–20% while improving sustainability metrics.

(Source: https://www.businessresearchinsights.com/market-reports/aluminium-recycling-market-102980)

OUR PROMOTERS

Current Promoters of our Company are Mr. Manish Sharma and Mrs. Seema Sharma.

INTENTION AND EXTENT OF PARTICIPATION BY OUR PROMOTER IN THE ISSUE

Our Promoters under its letter dated 10th August, 2026 have undertaken indicated that the promoters will not subscribe fully to their portion of their rights entitlement. Further, the company on behalf of all promoters have confirmed that do not intend to apply for, and subscribe to, additional Rights Equity Shares over and above their Rights Entitlements (including unsubscribed portion of the Issue, if any).

The Company shall maintain minimum public shareholding requirements as stipulated under the SEBI Listing Regulations.

As such, other than meeting the requirements indicated in the chapter titled "Objects of the Issue" at page 65 of this Draft Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares.

In case the Rights Issue remains unsubscribed and / or minimum subscription is not achieved; the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and the Equity Shareholders and in compliance with the applicable laws.

COMPLIANCE WITH SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS), REGULATIONS 2015

Our Company is in due compliance with the requirements of the Listing Agreement and SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 for a period of the last three years immediately preceding the date of filing of this Draft Letter of Offer. Further, as on date of this DLOF, there is no outstanding fine/penalty against the Company.

Confirmation

• Neither our Company, nor our Promoters or Directors are a Willful Defaulter or a Fraudulent Borrower.

• Our Company's Equity Shares have not been suspended from trading as a disciplinary measure, during the last three years immediately preceding the date of filing of the Draft Letter of Offer.

ALLOTMENT OF THE COMPANY TO ALLOT THE UNDER-SUBSCRIBED PORTION OF THE RIGHTS ISSUE TO ANY SPECIFIC INVESTOR(S)

The Company has received the right to allocate the undersubscribed portion of the issue to specific investor(s) it identifies. The name(s) of any such investor(s) will be announced in a public advertisement two days before the Issue Opening Date.

OBJECTS OF THE ISSUE

Our Company intends to utilize the Net Proceeds for the following object:

(Amount in Lakhs)

S.No.	Particulars	Amounts	% of gross proceeds	% of Net proceeds
1.	To part finance incremental Working Capital of the Company.	Upto 1550.00	[●]*	[●]*
2.	To meet General corporate purposes.	[●]*	[●]*	[●]*
3.	To meet the expenses of the Issue.	[●]*	[●]*	[●]*
	Total	[●]*	[●]*	[●]*

**assuming full subscription and to be finalized on determination of Issue Price*

For further details, refer chapter titled "*Objects of the Issue*" on page 65

AUDITOR QUALIFICATIONS

There are no qualifications, reservations and adverse remarks made by our Statutory Auditors in their report which requires any adjustment to Audited standalone financial statements of the Company for the financial year 2025-26, 2024-25 and 2023-24.

ALLOTMENT OF THE UNDER-SUBSCRIBED PORTION OF THE ISSUE

Our Company may allot any undersubscribed portion (if any) of the Rights Issue to one or more Specific Investor(s) and the names of such Specific Investor(s) shall be disclosed by our Company in the public advertisement at least two days prior to the Issue Opening Date. The Application by such Specific Investor(s) shall be made along with their Application Money before the finalization of Basis of Allotment for undersubscribed portion of the Rights Issue in co-ordination with our Company and Registrar.

SUMMARY OF FINANCIAL INFORMATION

The summary financial information derived from the Audited Financial Statements for the Financial Year ending March 31, 2026, 2025 and 2024 has been mentioned in 'Other Financial Information' beginning on page 90 of this Draft Letter of Offer.

DETAILS OF THE COMPANY, ITS PROMOTER OR DIRECTORS BEING A WILFUL DEFAULTER OR A FRAUDULENT BORROWER

Neither our Company nor any of our Promoters or any of our directors are or have been identified as a Wilful Defaulter or a Fraudulent Borrower as defined under the SEBI ICDR Regulations.

RISK FACTORS

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares, material litigations that impacts the business of the Company, and other economic factors, please refer to the section titled 'Risk Factors' beginning on page 37 of this Draft Letter of Offer.

CONTINGENT LIABILITIES

For details of the contingent liabilities, as reported in the Audited Financial Statements, please refer to the section titled ***'Financial Information'*** beginning on page 89 of this Draft Letter of Offer.

SUMMARY OF OUTSTANDING LITIGATIONS

A summary of material outstanding legal proceedings involving our Company as on the date of this Draft Letter of Offer has been set forth in the table below:

S.No.	Outstanding Litigations	Amount (in Lakhs)
1.	Pending Litigations involving our Company and subsidiary Company	600.46
2.	Pending litigation with Revenue Departments	1558.09

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR PRECEDING THE DATE OF FILING OF THIS DRAFT LETTER OF OFFER

Our Company has not issued any Equity Shares for consideration other than cash in the 1 (One) year preceding the date of this Draft Letter of Offer.

OTHER CONFIRMATIONS

Our Company has been in compliance with the SEBI Listing Regulations, during the three years immediately preceding the date of this Draft Letter of Offer.

RELATED PARTY TRANSACTIONS

For details regarding our related party transactions as per Ind AS 24, see "Financial Statements" beginning on page 89 of this Draft Letter of Offer.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby the Promoters, our directors and their relatives have financed the purchase of Equity Shares by any other person other than in the normal course of the business of the financing entity during the period of 6 (Six) months immediately preceding the date of this Draft Letter of Offer.

SPLIT / CONSOLIDATION

No Split or Consolidation was happened during the last one year.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

Our Company has not submitted any application to SEBI for exemption from complying with any provisions of Securities.

SECTION III - RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information disclosed in this Draft Letter of Offer, including the risks and uncertainties described below and the "Financial Statements" on page 89 of this Draft Letter of Offer, before making an investment in the Equity Shares. The risks described below are not the only risks relevant to us or the Equity Shares or the industries in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently deem immaterial may also impair our business, cash flows, prospects, results of operations and financial condition.

If any of the risks described below, or other risks that are not currently known or are currently deemed immaterial actually occur, our business, cash flows, prospects, results of operations and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of the value of their investment. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below.

However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Issue. The following factors have been considered for determining the materiality: (1) some events may not be material individually but may be found material collectively; (2) some events may have material impact qualitatively instead of quantitatively; and (3) some events may not be material at present but may have material impact in future.

This Draft Letter of Offer also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Letter of Offer. Any potential investor in, and purchaser of, the Equity Shares should pay particular attention to the fact that our Company is an Indian company and is subject to a legal and regulatory environment which, in some respects, may be different from that which prevails in other countries. For further information, please refer to "Forward Looking Statements" beginning on page 21 of this Draft Letter of Offer.

Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Audited Financial Statements included in this Draft Letter of Offer. For further information, please refer to "Financial Statements" beginning on page 89 of this Draft Letter of Offer. In this section, unless the context requires otherwise, any reference to "we", "us" or "our" refers to Om Metallogic Limited.

Materiality

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

1. *Some events may not be material individually but may be found material collectively,*
2. *Some events may have material impact qualitatively instead of quantitatively, and*
3. *Some events may not be material at present but may have a material impact in future.*

INTERNAL RISK FACTORS

1. ***Registered Office cum manufacturin facility and Corporate Office of Our Company are located on rental premises. If we are unable to renew such rent agreements or relocate on commercially suitable terms, it may have a material adverse effect on our business, results of operations and financial condition.***

As on the date of this Draft Letter of offer, our Registered Office and the Corporate Office are located on properties taken on rent basis from third parties. We operate our business from the following places:

Sr. No	Address	Area (in square feet)	Name of Lessor/ Owner	Owned/ Lease	Purpose	Rent Details
1.	Kila No. 17, Harfala Road, Village Sikri, Opp. Gopal Jee Milk Plant, Ballabhgarh, Haryana, India, 121004 *(Since incorporation)*	33,600	Mr. Bhupender Singh	Lease	Registered office Cum Manufacturing facility	5 years w.e.f. 12th Septemebr, 2025 to 11th Septemebr, 2030
2.	C-808, 8th Floor, Vipul Plaza, Sector 81, Faridabad	486	Mrs. Sweta Kaushik	Rented	Corporate Office	11 Months

Such agreements may be terminated upon the expiry of their tenure and may not be renewed. If these agreements are terminated or revoked or if we are unable to renew these agreements on commercially reasonable terms or at all, we may suffer significant disruptions to our operations and incur considerable costs to relocate and move our operations elsewhere. Any inability on our part to timely identify a suitable location to relocate could have an adverse impact on our business. The Company has not experienced any conflict of interest between the lessor of the immovable properties which are significant for us, with our Company, its directors, shareholders, promoter, promoter group, key managerial personnel or group company, if any. Any potential future conflict of interest, if any may adversely impact the operations of our Company.

2. *Our revenues have been significantly dependent on few customers and our inability to maintain such business may have an adverse effect on our results of operations.*

For the period ended March 31, 2024, March 31, 2025 and March 31, 2026, our revenue from operations from our top 10 customers contributed to 99.33%, 98.74% and 96.47% respectively of our revenues from operations as per our Audited Financial Statements. Our reliance on a limited number of customers for our business exposes us to risks, that may include, but are not limited to, reductions, delays or cancellation of orders from our significant customers, a failure to negotiate favourable terms with our key customers or the loss of these customers, all of which would have a material adverse effect on the business, financial condition, results of operations, cash flows and future prospects of our Company.

The contribution of our top five/ ten customers in our sales as a percentage of the revenue from operations during FY ended March 31, 2026, March 31, 2025 and March 31, 2024 are disclosed hereunder:-

(Figures in lakhs, except %)

Sr. No	Particulars	FY 2026		FY 2025		FY 2024	
		In Lakhs	% of Revenue from Operations	In Lakhs	% of Revenue from Operations	In Lakhs	% of Revenue from Operations
11.	Customer 1	4400.37	58.57	3,523.59	58.73	2344.93	60.84
12.	Customer 2	386.91	5.15	1,782.77	29.71	635.56	16.49
13.	Customer 3	696.39	9.27	181.63	3.03	347.31	9.01
14.	Customer 4	85.57	1.14	150.89	2.51	135.80	3.52

15.	Customer 5	1231.64	16.39	111.56	1.86	103.96	2.70
16.	Customer 6	215.40	2.87	44.72	0.75	88.27	2.29
17.	Customer 7	75.68	1.01	43.04	0.72	63.25	1.64
18.	Customer 8	60.05	0.80	34.27	0.57	48.48	1.26
19.	Customer 9	45.02	0.60	26.83	0.45	47.25	1.23
20.	Customer 10	50.94	0.68	24.70	0.41	13.35	0.35
	Total	**7247.96**	**96.47**	**5924.01**	**98.74**	**3828.16**	**99.33**

In addition, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on maintaining good relationship with them. The loss of one or more of these significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, there is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. In order to retain some of our existing customers, we may also be required to offer terms to such customers which may place restraints on our resources.

Additionally, our revenues may be adversely affected if there is an adverse change in any of our customers' supply chain strategies or a reduction in their outsourcing of products we offer, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future.

Further, the sales volume may vary due to our customers' attempts to manage their inventory, market demand, product and supply pricing trends, change in customer preferences etc., which may result in decrease in demand or lack of commercial success of our products, which could reduce our sales and adversely affect our business, cash flows, results of operations and financial condition. In addition, we are exposed to payment delays and/or defaults by our major customers and our financial position and financial performance are dependent on the creditworthiness of our customers. There is no guarantee that all or any of our customers will honor their outstanding amounts in time and whether they will be able to fulfill their obligations, due to any financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur from all or any of our major customer, our financial performance and our operating cash flows may be adversely affected.

3. We have experienced negative cash flows and any negative cash flows in the future could adversely affect our financial conditions and results of operations.

The detailed break up of cash flows as Audited is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

(Amount in Lakhs)

Particulars	**31.03.2026**	**31.03.2025**	**31.03.2024**
Net Cash flow from Operative activities	(1351.17)	174.53	146.92
Net Cash Flow from investing activities	(121.22)	(6.46)	(24.11)
Net Cash Flow from Financing activities	1526.35	(159.31)	(94.55)
Net Cash Flow for the Year	**53.97**	**8.76**	**28.26**

4. Volatility in the supply and pricing of our raw materials, or failure by suppliers to meet their obligations, may have an adverse effect on our business, cash flows, financial condition and results of operations.

The principal raw materials used in our manufacturing process include aluminium based scrap, silicon etc. Our cost of materials consumed for year ended 31st March, 2026 was Rs. 6,333.49 lakhs. The amount spent for the procurement of raw materials from our top ten suppliers, as a percentage of our total purchases, was 76.28% for the year ended 31st March, 2026.

(Figures in lakhs, except %)

Sr. No	**Particulars**	**FY 2026**		**FY 2025**		**FY 2024**	
		In Lakhs	**% of Revenue from Operations**	**In Lakhs**	**% of Revenue from Operations**	**In Lakhs**	**% of Revenue from Operations**
11.	Supplier 1	1,667.21	16.78	2,330.58	43.56	835.62	25.24
12.	Supplier 2	1,179.37	11.87	616.63	11.53	437.93	13.23
13.	Supplier 3	724.20	7.29	455.25	8.51	332.45	10.04
14.	Supplier 4	429.82	4.33	326.55	6.10	343.2	10.37
15.	Supplier 5	1,433.83	14.43	277.32	5.18	302.49	9.14
16.	Supplier 6	848.01	8.53	261.11	4.88	261.11	7.89
17.	Supplier 7	452.04	4.55	233.23	4.36	137.33	4.15
18.	Supplier 8	209.06	2.10	210.08	3.93	126.50	3.82
19.	Supplier 9	412.46	4.15	150.92	2.82	103.59	3.13
20.	Supplier 10	223.97	2.25	127.49	2.38	94.26	2.85
	Total	**7579.96**	**76.28**	**4989.16**	**93.26**	**2974.49**	**89.86**

Our ability to remain competitive, maintain costs and profitability depend, in part, on our ability to source and maintain a stable and sufficient supply of raw materials at acceptable prices. We do not have long term agreements with any of our raw material suppliers and we acquire such raw materials pursuant to our purchase orders from suppliers. Raw material supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, the outbreak of infectious diseases such as COVID-19, and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use. Further, discontinuation of such supply or a failure of these suppliers to adhere to the delivery schedule or the required quality could hamper our production schedule and therefore affect our business and results of operations. There can be no assurance that demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers, and we cannot procure the raw materials from other sources, we would be unable to meet our production schedules for our key products and to deliver such products to our customers in a timely manner, which would adversely affect our sales, margins and customer relations. Any delay in the supply or delivery of raw materials to us by our suppliers may in turn delay our process of manufacturing and delivery of products to our customers and this may have an adverse effect on our business, cash flows and results of operations.

5. Our business operations are majorly concentrated in certain geographical regions and any adverse developments affecting our operations in these regions could have a significant impact on our revenue and results of operations.

For the financial year ended March 31, 2026, our revenue from our customers situated in Delhi, Haryana and Uttar Pradesh contributed 0.20%, 99.20% and 0.60% respectively of our revenue from operations as per our Audited Financial Statements. The manufacturing operations of the Company are carried in the state of Kila No. 17, Harfala Road, Village Sikri, Opp. Gopal Jee Milk Plant, Ballabhgarh, Haryana, India, 121004.

Details of Statewise revenue from operations:

(Amount in Rs. Lakhs)

Name of State (In India)	FY 2025-26		FY 2024-25		FY 2023-24	
	Amount	%	Amount	%	Amount	%
Haryana	7453.56	99.20%	5,780.95	96.36%	3492.99	90.62%
Delhi	14.44	0.2%	152.76	2.55%	348.17	9.03%
Uttar Pradesh	45.02	0.6%	65.91	1.10%	13.35	0.35%
Rajasthan	-	-	-	-	-	-
Total Domestic Revenue from operations	**7513.03**	**100%**	**5,999.61**	**100.00%**	**3854.50**	**100.00%**

Due to the geographical concentration of our manufacturing operations in Haryana, our operations are susceptible to local, regional and environmental factors, such as social and civil unrest, regional conflicts, civil disturbances, economic and weather conditions, natural disasters, demographic and population changes, and other unforeseen events and circumstances. Such disruptions could result in the damage or destruction of a significant portion of our manufacturing abilities, significant delays in the transport of our products and raw materials, loss of key managerial personnel, and/or otherwise adversely affect our business, financial condition and results of operations. In addition, we generate major domestic sales through our customers situated in Delhi, Haryana and Uttar Pradesh. Such geographical concentration of our business in this region heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in this region, which may adversely affect our business prospects, financial conditions and results of operations. Further, as we enter into new markets and geographical areas, we are likely to compete with other players, who might have an established presence, and are more familiar with business practices and have stronger relationships with local customers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us.

Our inability to expand into other areas may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we face and should not rely on our results of operations for any prior periods as an indication of our future performance.

6. Our business is dependent on our Manufacturing Facilities. Any shutdown of operations of our Manufacturing Facilities may have an adverse effect on our business and results of operations.

We have a Manufacturing Facilities situated at Kila No. 17, Harfala Road, Village Sikri, Opp. Gopal Jee Milk Plant, Ballabhgarh, Haryana, India, 121004. Our Manufacturing Facilities are supported by infrastructure for storage of raw materials and finished goods, together with quality control equipment and processing team. These Manufacturing Facility is subject to the normal risks of industrial production, including natural disasters, directives from government agencies and power interruptions. We cannot assure you that we will not go through closure or shutdown of Manufacturing Facility in the future.

Any extended power supply interruption will result in reduced production at the affected facility. We majorly depend on public/ state power supply utilities for the supply of power to our Manufacturing Facility. Although we have a backup DG Set to supply intermittent electric supply, however, any shortage or interruption in the supply of electricity may adversely affect our operations and increase our production costs. This could lead to delays in delivery of our products or non-delivery, resulting in loss of revenue and damage to our reputation or customer relationships. Our Manufacturing Facility use complex equipment and machinery, and the breakdown or failure of equipment or machinery may result in us having to make repairs or procure replacements which may require considerable time and expense and as a result, our results of operations and financial condition could be adversely affected.

7. In the event of any accident at our Manufacturing Facilities, our Company may be held liable for damages and penalties which may impact the financials of our Company.

A significant portion of our business involves melting of aluminium in the hot refining section, any mishandling of our equipment and machineries by our employees/ labour could also lead to serious and sometimes fatal accidents. These accidents can cause personal injury and loss of life, severe damage to and destruction of property and equipment, and may result in the suspension of operations and the imposition of civil and criminal liabilities.

While we believe that the insurance coverage maintained by us would be reasonably adequate to cover the normal risks associated with such accidents, to the extent that we suffer loss or damage for accidents for which our insurance is inadequate or which exceeds our insurance coverage, the loss would have to be borne by us. There has been no material incident in the past three financial years requiring the Company to claim insurance from the insurance company. However, we cannot ensure that such accidents will happen in future which may have adverse impact our financial position, our reputation with suppliers, customers, regulators, employees and the public, which could in turn affect our financial condition and business performance.

8. Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.

As of March 31, 2026, we operate one manufacturing facility in Kila No. 17, Harfala Road, Village Sikri, Opp. Gopal Jee Milk Plant, Ballabhgarh, Haryana, India, 121004 with an aggregate installed production capacity of 9125 ton per annum for manufacturing of aluminium alloys. Following are the details of our capacity during the financial year ended 31st March, 2024, 31st March, 2025 and 31st March, 2026:

Aluminum Alloys:

Particulars	2023-24	2024-25	2025-26
Installed Capacity (in Ton per year)	5280	5280	9125
Actual Production (in Ton per year)*	2407	3184	3074
Capacity Utilization (in %)*	46%	60%	34%

**Rounded off*

Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, could materially and adversely impact our business, growth prospects and future financial performance.

9. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

10. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.

As on March 31, 2026, we had total inventory consisting of goods to the value of Rs. 3,305.36 lakhs. Our business operations require us to maintain large amounts of inventory. Our operations may be subject to incidents of theft or damage to inventory, prior to or during stocking and display. Although, we have set up various security measures and follow stringent operational processes such as stock taking, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

Additionally, in case of losses due to theft, fire, breakage or damage caused by other casualties, there can be no assurance that we will be able to recover from our insurer the full amount of any such loss in a timely manner, or at all. If we incur a significant inventory loss due to third-party or employee theft and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have a material adverse effect on our business, results of operations and financial condition.

11. Our Company is dependent on third party transportation providers for the delivery of our input materials and products and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations.

Our Company uses third party transportation providers for delivery of our input materials and final products, however, Our Company do not enter any formal agreement with third party transportation agency for delivery of our input materials and final products. Though, our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. In addition, goods may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our input materials or finished goods may have an adverse effect on our business and results of operations.

Further, disruptions of transportation services due to weather-related problems, strikes, lock-outs, inadequacies in the road infrastructure, or other events could impair ability to procure input materials on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

12. Our inability to accurately forecast demand for our products, and accordingly manage our inventory, may have an adverse effect on our business, cash flows, financial condition and results of operations.

Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, cash flows, financial condition and results of operations. We do not have

firm commitment long term supply agreements with our customers and instead rely on short term purchase orders to govern the volume and other terms of the sales of products.

Accordingly, we plan our production volumes based on our forecast of the demand for our products. Any error in forecasting could result in surplus stock which would have an adverse effect on our profitability. We maintain a high level of inventory of raw materials, work in progress and finished goods. As of 31st March, 2026, our inventory of raw materials, stores & spares, finished goods and other items amounted to Rs. 3,305.36 lakhs. Our high level of inventory increases the risk of loss and storage costs to us as well as increasing the need for working capital to operate our business. Further, as our customers are not obliged to purchase our products or provide us with a binding long-term commitment, there can be no assurance that customer demand will match our production levels. On the other hand, in the event that the demand we have forecasted is lower than the actual demand of our products, and we are unable to ramp up production to match such demand, we may be unable to supply the requisite quantity of products to our customers in a timely manner. Any increase in our turn-around time could affect our production schedules and disrupt our supply, which could have an adverse effect on our business, cash flows, financial condition and results of operations.

13. ***We are subject to technical specifications and quality provided by our customers and are consequently required to incur significant expenses to maintain our product quality accordingly. Any failure to comply with such quality standards may lead to cancellation of existing and future orders which may adversely affect our reputation, financial conditions, cash flows and results of operations.***

We specialize in the manufacture and supply of aluminium alloys in the form of ingots based on technical specifications provided by our customers. Given the nature of our products and the sector in which we operate, our customers have high and exacting standards for product quality as well as delivery schedules. Adherence to quality standards is a critical factor in our manufacturing process as any defects in the products manufactured by our Company or failure to comply with the technical specifications of our customers regarding the alloy composition may lead to cancellation of the orders placed by our customers. Further, any failure to make timely deliveries of products in the desired quantity as per our customers' requirements could also result in the cancellation of orders placed by our customers and may adversely affect our reputation and goodwill. In addition, our customers may demand, among others, price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, change their outsourcing strategy by moving more work in-house, or replace their existing products with alternative products, any of which may have an adverse effect on our business, cash flows, results of operations and financial condition.

14. ***Our business is significantly dependent upon the steel and automotive-parts industry. Any downturn or cyclical fluctuation in both these sectors could reduce the demand for our products which can adversely impact our business, results of operations, cash flows and financial condition.***

Our revenues are significantly dependent on the performance of the steel sector and automotive sector. Any downturn or cyclical fluctuation in both these sectors could reduce the demand for our products which can adversely impact our business, results of operations, cash flows and financial condition. We believe that in the steel industry, the steel prices fluctuate based on a number of factors, such as, the availability and cost of raw material inputs, fluctuations in domestic and international demand and supply of steel and steel products, international production and capacity, fluctuation in the volume of steel imports, transportation costs, protective trade measures and various social and political factors, in the economies in which the steel producers sell their products. Any adverse change in these factors causing downturn in steel sector, may result in decreased demand for our products, which can have a material adverse affect on our business, results of operations, financial condition and prospects. Further, the automotive industry tends to be affected directly by trends in the general economy. We believe that the automotive industry is sensitive to

general economic conditions and factors such as consumer demand, consumer confidence, inflation, employment and disposable income levels, interest rate levels, demographic trends, technological changes, increasing environmental, health and safety regulations, government policies, political stability and fuel prices. Any material change in these factors resulting in significant reduction in vehicle sales and production could have a significant negative effect on the demand for our products, which can have a material adverse affect on our business, results of operations, financial condition and prospects.

15. Our Company does not have any formal contracts with suppliers and disruption in the supply of raw materials may adversely affect our results of operations.

We are, to a major extent, dependent on external suppliers for our raw materials requirements and we do not have any formal supply agreements or commitments in relation to the same or for any other raw materials used in our manufacturing process. There can be no assurance that there will not be a significant disruption in the supply of raw materials from current sources or, in the event of a disruption, that we would be able to locate alternative suppliers of materials of comparable quality on terms acceptable to us, or at all. Identifying a suitable supplier involves a process that requires us to become satisfied with their quality control, responsiveness and service, financial stability and labour and other ethical practices. Consequently, we may also be exposed to price fluctuations in raw materials, and these fluctuations may adversely affect our ability to obtain orders and/or to execute them in a timely manner, which would have a material adverse effect on our business, results of operations and financial condition.

In case of non-availability of raw materials on favourable terms, we may have to procure the same at the terms and conditions prevalent at that point. This may result in reducing our revenues by a considerable amount due to shortage of raw material or due to inability to procure the same. Further, unfavourable terms of raw materials may also force us to reduce the scale of our operations resulting in a down-sizing of our overall business. Any delay, interruption or increased cost in the supply arising from a lack of formal contracts could have an adverse effect on our ability to meet customer demand for our products and result in lower revenue from operations both in the short and long term.

16. We are heavily dependent on our Promoters, Key Managerial Personnel and Senior Management for the continued success of our business through their continuing services and strategic guidance and support, the loss of any of the Promoter, KMP, SMP may adversely affect our business operations and financial results.

Our success heavily depends upon the continued services of our Promoters and Key Managerial Personnel or Senior Management, particularly Mr. Manish Sharma, Promoter, Managing Director & Chairperson of the Company. We depend significantly on them for executing our day-to-day activities. The loss of any of our Promoters or Key Management Personnel or Senior Management, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other management personnel could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and key managerial personnel or Senior Management, please refer to Section *"Our Management"* on page 78 of this Draft Letter of offer.

17. Our Company may not be successful in penetrating new geographical markets and expanding in any new geographical regions may lead to additional risks associated with establishing and conducting operations which may adversely affect our business operations and financial results.

Expansion into new geographical markets subjects us to various challenges, including those relating to our lack of familiarity with the culture and economic conditions of these new regions, language barriers, difficulties in staffing and managing such operations and the lack of reputation in such regions. In addition, the risks involved in entering new geographic markets and expanding operations, may be higher than

expected, and we may face significant competition in such markets. By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including compliance with a wide range of laws, regulations and practices; exposure to other government actions; and political, economic and social instability.

18. Our results of operations and cash flows could be adversely affected, if we are unable to collect our dues and receivables from, or invoice our unbilled services to, our clients.

Our business depends on our ability to successfully obtain payment from our clients of the amounts they owe us for work performed. We evaluate the financial condition of our clients and usually bill and collect on relatively short cycles. There is no guarantee that we will accurately assess the creditworthiness of our clients. Such conditions could cause clients to delay payment, request modifications of their payment terms, or default on their payment obligations to us, all of which could increase our receivables. Timely collection of fees for client services also depends on our ability to complete our contractual commitments and subsequently bill for and collect our contractual service fees. If we are unable to meet our contractual obligations, we might experience delays in the collection of, or be unable to collect, our client balances, and if this occurs, our results of operations and cash flows could be adversely affected. Our results of operations and cash flows could be adversely affected, if we are unable to meet our contractual obligations, we might experience delays in the collection of, or be unable to collect, our client balances. In addition, if we experience delays in billing and collection for our services, our cash flows could be adversely affected.

19. Our Company has unsecured loans which are repayable on demand. Any demand loan from lenders for repayment of such unsecured loans, may adversely affect our cash flows.

As on March 31, 2026, our Company has unsecured loans amounting to Rs. 224.61 lakhs as per our Audited Financial Statements from related and other parties that are repayable on demand to the relevant lenders. Further, some of these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, please refer the chapter titled "Financial Statements" beginning on page 89 of this Draft Letter of offer.

20. Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Letter of offer is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary.

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Letter of offer is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials and assumptions relating to operational efficiencies. Actual production levels and utilization rates may differ significantly from the estimated production capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our production capacity or historical estimated capacity utilization information for our existing facilities included in this Draft Letter of offer.

21. If we fail to maintain and enhance our brand and reputation, our clients' recognition of, and trust in us, and our business may be materially and adversely affected.

Our business depends significantly on the strength of our brand and reputation of completing our projects in a timely and efficient manner. Our Company is known to conduct operations in a manner that ensures that our projects are free of any defects or vulnerabilities. We believe that continuing to develop awareness

of our brand, through focused and consistent branding and marketing initiatives is important for our ability to increase our revenues, grow our existing market share and expand into new markets. Consequently, defects, delays, consumer complaints, or negative publicity or media reports involving us, or any of our projects could harm our brand and reputation and may dilute the impact of our branding and marketing initiatives and adversely affect our business, financial condition, results of operations and prospects. In addition, adverse publicity about any regulatory or legal action against us could damage our reputation and brand image, undermine public confidence in us and reduce long-term demand for our operations, even if the regulatory or legal action is unfounded or immaterial to our operations. We may be involved in costly lawsuits or time consuming regulatory proceedings. If we are unable to neutralise the impact of such negative publicity effectively or efficiently, we may suffer damage to our reputation and relationships with our clients, lenders, suppliers and communities and experience significant project delays or cost overruns.

22. Changes in technology may render our current technologies obsolete or require us to make substantial investments.

Modernization and technology upgradation is essential to reduce costs and increase the output. Our equipment may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we use updated technology, we shall continue to strive to keep our technology, equipment in line with the latest technological standards. In case of a new found technology in the brass components or other products, we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the same may be significant which could substantially affect our finances and operations.

23. Negative publicity could adversely affect our revenue model and profitability of our Company.

Our business is dependent on the trust our customers have reposed in the quality of our products. Any negative publicity our Company due to any other unforeseen events could affect our reputation and our results from operations. Further, our business may also be affected if there is any negative publicity associated with the services which are being rendered by our Company which may indirectly result in erosion of our reputation and goodwill.

24. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

25. Our Company requires significant amounts of working capital for a continued growth. Our inability to meet our working capital requirements may have an adverse effect on our results of operations.

Our business requires significant amount of working capital and major portion of our working capital is utilized towards inventories and trade receivables. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sources of funding, in a timely manner, or at all, to meet the requirement of working capital or pay

out debts, could adversely affect our financial condition and result of our operations. Further, we have high outstanding amount due from our debtors which may result in a high risk in case of non-payment by these debtors. In case of any such defaults from our debtors, may affect our business operations and financials. For further details regarding working capital requirement, please refer to the section "Objects of the issue" on page 65 of this Draft Letter of offer. Though we have not faced any disruption in operations of our Company due to changes in technology during the last three fiscal years, we cannot assure you that we will not encounter such disruptions in the future. The occurrence of any such events could adversely affect our business, interrupt our operations, subject us to increased operating costs and expose us to litigation.

26. We are subject to competition from both organized and unorganized players in the market, which may significantly affect the fixation and realisation of the price for our product, which may adversely affect our business operation and financial condition.

The market for our products is competitive on account of existence of both the organized and unorganized players. Competition occurs generally on the key attributes such as quality of products, sales network, pricing and timely delivery. Some of our competitors have longer industry experience and greater financial, technical and other resources, which may enable them to adopt faster in changing market scenario and remain competitive. Moreover, the unorganized sector can offers their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition. We operate in a rapidly consolidating industry. The strength of combined companies could affect our competitive position in all of our business areas. Furthermore, if one of our competitors or their customers acquires any of our customers or suppliers, we may lose business from the customer or lose a supplier, which may adversely affect our business, results of operations and financial condition.

27. We have not made any dividend payments in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors.

28. If we are unable to manage our growth effectively or if our estimates or assumptions used in developing our strategic plan are inaccurate or we are unable to execute our strategic plan effectively, our business and prospects may be materially and adversely affected.

We plan to continue to expand our scale of operations, we may not be able to sustain these rates of growth in future periods due to a number of factors, including, among others, our execution capability, our ability to retain, maintain new suppliers, our ability to maintain customer satisfaction, our ability to mobilize sufficient working capital, macroeconomic factors beyond our control such as decline in global economic conditions, competition with other players in the organized and unorganized segments, the greater difficulty of growing at sustained rates from a larger revenue base, our inability to control our expenses and the availability of resources for our growth.

29. There can be no assurance that we will not suffer from capital constraints, operational difficulties, or difficulties in expanding existing business operations.

Our development and expansion strategies will require substantial managerial efforts and skills and the incurrence of additional expenditures may subject us to new or increased risks. We may not be able to implement our growth strategies efficiently or effectively or manage the growth of our operations, and any failure to do so may limit future growth and have an adverse effect on our business.

Also, the fund requirement and deployment for our strategies are based purely on management estimates and assumptions considering the current market scenario and are subject to revision in the light of changes in external circumstances or costs. If we are unsuccessful in executing our strategic plan, or if the underlying estimates or assumptions used to develop our strategic plan are materially inaccurate, our business and financial condition would have an adverse impact.

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

30. We are a listed company and are required to comply with rules and regulations imposed by the Stock Exchange and SEBI with respect to continuous listing and the Companies Act. Any failure to comply with such rules and regulations or any wrong disclosure made to the Stock Exchange or any statutory authority could result in penalties being imposed on us, which may adversely affect our business and operations.

As a listed company, we are required to comply with certain conditions for continuous listing under the SEBI Listing Regulations and other rules and regulations imposed by SEBI, which require us to make certain periodic disclosures, including disclosures about any material events or occurrences with respect to our Company, disclosure of our financial statements and disclosure of our updated shareholding pattern. Any failure to comply with these continuous disclosure requirements or any wrongful disclosure made by us to the Stock Exchange or any other statutory authority may lead to penalties being imposed on us.

There have been no non-compliances done by our Company as required under the provisions SEBI Listing Regulations and other rules and regulations imposed by SEBI. Further, we believe, we are in compliance with rules and regulations imposed by the BSE and SEBI with respect to continuous listing, any failure to comply with such rules and regulations or any wrong disclosure/ Non filing/ Delay Filing to the BSE or any statutory authority could result in penalties being imposed on us, which may adversely affect our business and operations.

31. As on the date of this Draft Letter of Offer, no investor complaint is outstanding on SCORES.

As on the date of this Draft Letter of Offer, no investor complaint is outstanding on SCORES. But there is no assurance that in future the Company will be able to resolve each and every investor complaint received on SCORES.

32. Delay in raising funds from the Right issue could adversely impact the implementation schedule.

The proposed expansion, as detailed in the section titled "Objects of the Issue" is to be funded from the proceeds of this Issue. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the

implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given time frame, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the Issue".

The fund requirement and deployment, as mentioned in the "Objects of the Issue" on page 65 of this Draft Letter of Offer is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency.

Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

33. Our Company will not distribute the Letter of Offer and Application Form to certain overseas Shareholders who have not provided an address in India for service of documents.

Our Company will dispatch the Letter of Offer, Rights Entitlement Letter and Application Form (the "Offering Materials") to such Shareholders who have provided an address in India for the service of documents. The Offering Materials will not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions. However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e- mail. Presently, there is a lack of clarity under the Companies Act, 2013, and the rules thereunder, with respect to the distribution of Offering Materials to retail individual shareholders in overseas jurisdictions where such distribution may be prohibited under applicable laws of such jurisdictions

RISKS RELATING TO RIGHTS ISSUE

34. Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of Investor's shareholding

The Rights Entitlements that are not exercised prior to the end of the Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them.

The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted pursuant to increase in paid up share capital. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for the dilution of your percentage ownership of the equity share capital of our Company that may be caused as a result of the Rights Issue. Renouncees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a

manner that the Rights Entitlements are credited to the Demat Account of the Renouncees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation, such Renouncee will not be able to apply in this Rights Issue with respect to such Rights Entitlements.

35. You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

36. There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.

In accordance with Indian law and practice, final approval for listing and trading of the Equity Shares will not be granted by the Stock Exchange until after those Equity Shares have been issued and allotted. Approval will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on Stock Exchange. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares. Further, historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future which may adversely impact the ability of our shareholders to sell the Equity Shares or the price at which shareholders may be able to sell their Equity Shares at that point of time.

37. The Issue Price of our Right Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.

The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price.

There can be no assurance that the Investors will be able to sell their Equity Shares at or above the Issue Price. The factors that could affect our share price are:

• quarterly variations in the rate of growth of our financial indicators such as earnings per share; • changes in revenue or earnings estimates or publication of research reports by analysts; • speculation in the press or investment community; • general market conditions; and • domestic and international economic, legal and regulatory factors unrelated to our performance

EXTERNAL RISK FACTORS

38. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our business.

There could be a downgrade of India's sovereign debt rating due to various factors, including changes in tax or fiscal policy, or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available.

Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India, which may cause fluctuations in the prices of our Equity Shares. This could have an adverse effect on our business and financial performance, and ability to obtain financing for expenditures.

39. Investing in securities that carry emerging market risks can be affected generally by volatility in the emerging markets.

The markets for securities bearing emerging market risks, such as risks relating to India, are, to varying degrees, influenced by economic and securities market conditions in other emerging market countries. Although economic conditions differ in each country, investors' reactions to developments in one country may affect securities of issuers in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general.

Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India, which could adversely affect the Indian financial sector in particular. Any such disruption could have an adverse effect on our Company's business, future financial performance, financial condition and results of operations, and affect the price of the Equity Shares. Accordingly, the price and liquidity of the Equity Shares may be subject to significant fluctuations, which may not necessarily be directly or indirectly related to our financial performance.

40. Political instability or changes in the Government or Government policies could impact the liberalization of the Indian economy and adversely affect economic conditions in India generally.

The performance and growth of our Company is dependent on the health of the Indian economy and more generally the global economy. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well. As a result, our business and the market price and liquidity of the Equity Shares may be affected by such economic and / or political changes. While the current Government is expected to continue the liberalization of India's economic and financial sectors and deregulation policies, there can be no absolute assurance that such policies will be continued. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and specifically have an adverse effect on the operations of our Company.

41. Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect our business, prospects, results of operations and financial condition.

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade as well as the worldwide financial markets. The Asian region has from time-to-time experienced instances of civil unrest and hostilities among neighbouring countries which may persist and occur in the future. Military activity or terrorist attacks in India may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in the World, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

42. Natural disasters and other disruptions could adversely affect the Indian economy and could cause our business and operations to suffer and the trading price of our Equity Shares to decrease.

Our operations, may be damaged or disrupted as a result of natural disasters such as earthquakes, floods, heavy rainfall, epidemics, tsunamis and cyclones and other events such as protests, riots and labour unrest. Such events may lead to the disruption of information systems and telecommunication services for sustained periods. They also may make it difficult or impossible for employees to reach our business locations which could adversely affect our reputation, our relationships with our customers, our senior management team's ability to administer and supervise our business or it may cause us to incur substantial additional expenditure to repair or replace damaged equipment or rebuild parts of our infrastructure. We may also be liable to our customers for disruption in supply resulting from such damage or destruction. Our insurance coverage for such liability may not be sufficient. Any of the above factors may adversely affect our business, our financial results and the price of our Equity Shares.

43. Any future issuance of the Equity Shares may dilute your future shareholding and sales of the Equity Shares by the Promoters or other major shareholders of our Company may adversely affect the trading price of the Equity Shares.

Any future equity issuances by our Company may lead to dilution of your future shareholding in our Company. Any future equity issuances by our Company or sales of the Equity Shares by the Promoters or other major shareholders of our Company may adversely affect the trading price of the Equity Share. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Share. Except as otherwise stated in the Letter of Offer, there is no restriction on our Company's ability to issue the Securities or the relevant shareholders' ability to dispose of their Equity Share, and there can be no assurance that our Company will not issue Equity Share or that any such shareholder (including Promoters and Promoter Group) will not dispose of, encumber, or pledge its Securities.

44. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business.

High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future

SECTION IV – CONFIRMATIONS

COMPLIANCE WITH THE SEBI (LODR) REGULATIONS, 2015

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company will make applications to the Stock Exchange for in-principle approvals for listing of the Rights Equity Shares to be issued pursuant to the Issue.

As on date of the draft filing Letter of offer there is no dues pending and Company is in compliance with the equity listing agreement entered into with the Stock Exchange and the SEBI LODR Regulations.

As on the date of filing of this Draft Letter of Offer, neither any show-cause notices nor proceedings for imposition of penalty, have been issued by SEBI and are pending against our Company, our Promoters or Whole-time Directors.

REDRESSAL OF INVESTOR COMPLAINTS

The Company has redressed all the complaints received from the investors until the end of the quarter immediately preceding the month of the date of filing this Draft Letter of Offer.

DETAILS OF POTENTIAL ADVERSE IMPACT

As on the date of this draft offer documents there has not any potential adverse impact against the Issuer Company, directors or any promoter.

SUSPENSION OF TRADING IN EQUITY SHARES OF THE COMPANY ON ACCOUNT OF DISCIPLINARY REASONS

The trading in equity shares of the Company have not been suspended on account of any disciplinary measure during last three years immediately preceding the date of filing of this Draft Letter of Offer.

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SECTION IV– INTRODUCTION

THE ISSUE

The Issue has been authorized by way of resolution passed by our Board of Directors on 10th August, 2026, pursuant to Section 62(1)(a) and other applicable provisions of the Companies Act, 2013. The terms and conditions of the Issue including the Rights Entitlement, Issue Price, Record Date and other related matters, have been approved by a resolution passed by Rights Issue Committee at its meeting held on [●] and the Payment has been approved by our Board pursuant to its resolution held on [●].

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in "Terms of the Issue" beginning on page 99:

Authority for the Issue

The Equity Shares in the present Issue are being offered pursuant a resolution passed by our Board at its meeting held on 10th August, 2026 in accordance with the provisions of the Companies Act.

Summary of the Issue

Particulars	Details of Equity Shares
Rights Equity Shares proposed to be issued	Up to [●] fully paid-up Equity Shares of face value ₹ 10/- each
Rights Entitlement for the Rights Equity Shares	Up to [●] Rights Equity Share for every [●] fully paid-up Equity Share(s) held on the Record Date
Fractional Entitlement	For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in multiples of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored for computation of the Rights Entitlement. However, Eligible Equity Shareholders whose fractional entitlements are being ignored earlier will be given preference in the Allotment of one additional Equity Share each, if such Eligible Equity Shareholders have applied for additional Equity Shares over and above their Rights Entitlement, if any.
Record Date	[●]
Face Value Per Equity Share	Rs. 10/- each
Issue Price Per Equity Share	₹ [●] per Rights Equity Share (including premium of ₹ [●] per Rights Equity Share)
Issue Size	Up to [●] fully paid Equity Shares of face value of Rs. 10/- each for cash at a price of Rs. [●]/- per Rights Equity Share aggregate an amount up to Rs. 2,200.00 lakhs.
Equity Shares issued, subscribed, paid-up and outstanding prior to the Issue	[●] Equity Shares of face value ₹10/- each. For details, please refer to "Capital Structure" beginning on page 62

Equity Shares outstanding after the Issue (assuming full subscription for and Allotment of the Rights Entitlement)	[●] Equity Shares
Voting Rights and Dividend	The Equity Shares issued pursuant to the Rights issue shall rank pari passu in all respects with the existing Equity Shares of our Company.
Security Code/ Scrip Details	ISIN: INE0R8Q01018, BSE Scrip Code: : 544559.
RE ISIN for Rights Entitlements	[●]
Terms of the Issue	For further information, see "Terms of the Issue" beginning on page 99
Use of Issue Proceeds	For further information, see "Objects of the Issue" beginning on page 65

#Assuming full subscription in the Issue. Subject to finalization of the Basis of Allotment
^ To be finalized upon determination of the Issue Price

For details in relation to fractional entitlements, see "Terms of the Issue - Basis for this Issue and Terms of this Issue - Fractional Entitlements" on page 108.

Terms of payment

Due Date	Amount payable per Equity Shares
On the Issue application (i.e. along with the Application Form)	Rs. [●]

ISSUE SCHEDULE

Issue Opening Date	**[●]**
Last date for On Market Renunciation of Rights*	**[●]**
Issue Closing Date**	**[●]**

**Eligible Equity Shareholders are requested to ensure that renunciation through off- market transfer is completed in such manner that the Rights Entitlement are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*
***The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date.*

GENERAL INFORMATION

Our Company was originally incorporated at Haryana as "Om Metallogic Private Limited" on December 14, 2011, under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana. On 22 March 2013, our Company acquired Proprietary business of M/s Om Industries, a proprietary firm owned by Mr. Manish Sharma w.e.f. April 01, 2013, along with the assets and liabilities of the proprietorship concern as going concern. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to "Om Metallogic Limited" vide fresh certificate of incorporation dated June 26, 2023, issued by the Registrar of Companies, Delhi. The Corporate Identification Number of Our Company is L28113HR2011PLC044569.

REGISTERED OFFICE AND CORPORATE OFFICE OF OUR COMPANY

Company	OM METALLOGIC LIMITED
Registered Office Address	Kila No. 17, Harfala Road, Village Sikri, Opp. Gopal Jee Milk Plant, Ballabhgarh, Haryana - India, 121004
Corporate Office	C-808, 8th Floor, Vipul Plaza, Sector 81, Faridabad – 121002
Contact Number	0129-2989582
Email-ID	info@ommetallogic.com
Website	www.ommetallogic.com
CIN	L28113HR2011PLC044569

Company Secretary & Compliance Officer	**Chief Financial Officer/ CFO**
Ms. Prachi Gupta **OM METALLOGIC LIMITED** 281, New Friends Colony, Shahjahanpur, Uttar Pradesh, 242001 **Tel No:** 0129-2989582 **Email:** info@ommetallogic.com **Website:** www.ommetallogic.com	**Mr. Tulsiram** **OM METALLOGIC LIMITED** 4, Chandupura Mohalla, Chhata, Mathura Uttar Pradesh-281401 **Tel No: 0129-2989582** **Email:** info@ommetallogic.com **Website:** www.ommetallogic.com

Statutory Auditors

M/s. N.K. Mittal & Associates
Chartered Accountants
620, 6th Floor, Pearl Plaza,
Opp. Andheri Railway Station,
Andheri (West), Mumbai- 400 058,
Maharashtra, India
Tel No.: +91 9892640589/+91 9892412486
Email: nkmittalandassociates@gmail.com
Contact Person: CA. N K Mittal
Firm Registration No.: 113281W
Peer Review No.: 016236 valid till 31st January, 2027

Banker to the issue and refund banker

AXIS BANK LIMITED
Address: K 1998 C.R Park, South Delhi,
New Delhi- 110019
Tel No: +9582804301
Email id: Ayan7.banerjee@axisbank.com
Contact Person: Mr. Ayan Banerjee

Registrar To Issue and Share Transfer Agents

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
D 153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi 110 020

Tel.: +91 011-26812682, 83, 011-64732681 to 88
Fax: +91 011-26812682
Web: www.skylinerta.com
Email: admin@skylinerta.com
SEBI Registration No: INR000003241
Contact Person: Mr. Virender Rana

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue or post Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSB giving full details such as name, address of the Applicant, contact number(s), e-mail address of the sole/ first holder, folio number or demat account, number of Rights Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the Application Forms, or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip. For details on the ASBA process, see "***Terms of the Issue***" beginning on page 99**.**

REGISTRAR OF COMPANIES

Registrar of Companies, Haryana,
Registrar of Companies, Corporate Bhawan,
Plot No- 4-B, Sector 27-B, Chandigarh-160019

BOARD OF DIRECTORS OF OUR COMPANY

NAME	DESIGNATION	DIN	Original Date of Appointment
Mr. Manish Sharma	Managing Director and Chairperson	02494864	14/12/2011
Mrs. Seema Sharma	Executive Director	03641944	14/12/2011
Ms. Kajal Garg	Non- Executive- Independent Director	11100385	28/05/2025
Mr. Neeraj Bajaj	Non- Executive- Independent Director	10674352	12/06/2025
Mr. Deepali Sehgal	Non- Executive- Independent Director	10192105	12/06/2025

For more details, please see the section titled "Our Management" on page 78 of this Draft Letter of Offer.

EXPERTS

Our Company has received a written consent dated 10th August, 2026 from our Statutory Auditors, M/s N.K Mittal & Associates, to include their names in this Draft Letter of Offer as an "expert", as defined under applicable laws, to the extent and in their capacity as statutory auditors, and in respect of the reports issued by them and the Statement of Tax Benefits, included in this Draft Letter of Offer. Such consent has not been withdrawn as on the date of this Draft Letter of Offer.

CHANGE IN THE STATUTORY AUDITORS DURING LAST 3 YEARS

Except as mentioned below, there has been no change in the Statutory Auditors of our Company during the last 3 financial years:

Name of the Auditor	Sharma & Sharma Co.	N.K. Mittal & Associates
FRN No	009462N	113281W
Peer Review No.	-	016236
Date of Appointment	19th July 2023	10th February 2024
Date of Resignation	30th January ,2024	Not Applicable

Name of the Auditor	Sharma & Sharma Co.	N.K. Mittal & Associates
Email ID	sharmasharmaca@gmail.com	nkmittalandassociates@gmail.com
Address	Off.: 211, Priyanka Tower, Near Fun Cinemas Moti Nagar, New Delhi-110015	Office No. 620, 6th Floor, Pearl Plaza, Opp. Andheri Railway Station, Andheri (West), Mumbai-400 058, Maharashtra, India
Reason for Change	Resigned due to pre-occupation	Not Applicable

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSB for the ASBA process is provided on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. Details relating to Designated Branches of SCSBs collecting the ASBA application forms are available at the above mentioned link.

COLLECTING DEPOSITORY PARTICIPANTS (CDP)

The list of the CDPs eligible to accept ASBA Forms from Bidders (other than UPI Bidders) at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of BSE at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and on the website of NSE at https://www.nseindia.com/static/productsservices/initial-public-offerings-asba-procedures, as updated from time to time.

REGISTRAR AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept ASBA Forms from Bidders (other than UPI Bidders) at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the website of Stock Exchanges at www.bseindia.com/Static/PublicIssues/RtaDp.aspx and https://www.nseindia.com/static/products-services/initial-publicofferings-asba-procedures, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of NSE and BSE.

Credit rating

This being a Rights Issue of Equity Shares, no credit rating is required.

Debenture Trustee

As the Issue is of Equity Shares, the appointment of a debenture trustee is not required.

Monitoring Agency

Our Company has appointed Brickworks Ratings India Private Limited as the Monitoring Agency to monitor utilization of proceeds from the Issue, including the proceeds proposed to be utilized towards general corporate purposes in accordance with Regulation 82 of the SEBI ICDR Regulations. The utilization of proceeds from the Issue shall be monitored by the Monitoring Agency till 100% of the Gross Proceeds

have been utilized and Report submitted by them on quarterly is will be placed before the Audit Committee and the Board of Directors of the Company.

Name: Brickworks Ratings India Private Limited
Address: 3rd Floor, Raj Alka Park, Bannerghatta Rd, Kalena Agrahara, Benguluru, Karnataka-560076
Telephone number: +91 8040409940 / 7290058532
E-mail ID: finance@brickworkratings.com;
Abhinandan.s@brickworkratings.com
Website: www.brickworkratings.com
Contact person: Abhinandan Sarda
SEBI registration Number: IN/CRA/005/2008

Appraising Agency

None of the purposes for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution or any other independent agency.

Underwriting

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

MINIMUM SUBSCRIPTION

In terms of Regulation 86(1) of the SEBI ICDR Regulations, the requirements of minimum subscription are applicable to the issue. In accordance with Regulation 86 of SEBI (ICDR) Regulations, if our Company does not receive the minimum subscription of 90% of the Issue Size, or the subscription level falls below 90% of the Issue Size, after the Issue Closing Date on account of withdrawal of applications, our Company shall refund the entire subscription amount received within 4 days from the Issue Closing Date. In the event that there is a delay in making refund of the subscription amount by more than four days after our Company becomes liable to pay subscription amount or such other period as prescribed by applicable laws, our Company shall pay interest for the delayed period at rate prescribed under applicable laws. The above is subject to the terms mentioned under "Terms of the Issue" on page 99 of this Draft Letter of Offer.

FILLING OF THIS DRAFT LETTER OF OFFER:

Pursuant to Regulation 71 of the SEBI ICDR Regulations, as substituted by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2025, with effect from April 8, 2025, the erstwhile requirement of filing the draft letter of offer with SEBI for review, and the erstwhile threshold linking such filing to the rights issue size (previously fifty crore rupees), have both been done away with. Under the SEBI ICDR Regulations as currently in force, this being true irrespective of the size of the Issue: (i) the Draft Letter of Offer has been filed with the Stock Exchange; (ii) the Letter of Offer shall be filed with the Stock Exchange; and (iii) the Letter of Offer shall also be filed with SEBI for information and dissemination on SEBI's website, along with the fees specified in Schedule III of the SEBI ICDR Regulations. The Letter of Offer is not required to be, and has not been, filed with SEBI for review or observations.

ISSUE SCHEDULE:

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Last Date for credit of Rights Entitlements	**[●]**
Issue Opening Date On Market Renunciation of Rights	**[●]**
Last Date for On Market Renunciation of Rights Entitlements#	**[●]**
Issue Closing Date*	**[●]**
Finalization of Basis of Allotment (on or about)	**[●]**
Date of Allotment (on or about)	**[●]**
Date of credit (on or about)	**[●]**
Date of listing/ Trading (on or about)	**[●]**

#Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date;.

Note:

Please note that if Eligible Shareholders holding Equity Shares who have not provided the details of their demat accounts to our Company or to the Registrar to the Issue, they are required to provide their demat account details to our Company or the Registrar to the Offer not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., [•] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least 1 (One) day before the Issue Closing Date, i.e., [•].

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company or the Registrar to the Issue will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. Further, it is also encouraged that the Applications are submitted well in advance before the Issue Closing Date. For details on submitting Application Forms, please refer to the section titled "Terms of the Issue" beginning on page 99 of this Draft Letter of Offer.

The details of the Rights Entitlements with respect to each Eligible Shareholders can be accessed by such respective Eligible Shareholders on the website of the Registrar to the Issue at www.bigshareonline.com after keying in their respective details along with other security control measures implemented there at. For further details, please refer to the paragraph titled see „Credit of Rights Entitlements in demat accounts of Eligible Shareholders" under the section titled "Terms of the Issue" beginning on page 99 of this Draft Letter of Offer.

Please note that if no Application is made by the Eligible Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under this Issue.

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CAPITAL STRUCTURE

The share capital of our Company as at the date of this Draft Letter of Offer and the details of the Rights Equity Shares proposed to be issued in the Issue, and the issued, subscribed and paid-up share capital after the Issue is as set forth below:

(**Rs. in Lakh, except the shares data**)

	Particulars	**Aggregate value at face value**	**Aggregate value at Issue Price**
A.	**Authorized Equity Share capital**		
	1,60,00,000 Equity Shares of Rs. 10 each	1,600.00	-
B.	**Issued, Subscribed and Paid-Up Capital before the Issue**		
	78,62,279 Equity Shares of Rs. 10 each	786.23	-
C.	**Present Issue in terms of this Draft Letter of Offer**		
	Upto [●] Equity Shares at an Issue Price of Rs. [●] per Equity Share	**[●]**	**[●]**
D.	**Issued, subscribed and paid-up Equity Share capital after the Issue**		
	Upto [●] Equity Shares of face value of Rs. 10 each fully paid up	**[●]**	**[●]**
E.	**Securities Premium Account**		
	Before the Issue	1809.32	
	After the Issue	**[●]**	

(1) The Issue has been authorized by a resolution of our Board passed at its meeting held on 10th August, 2026 pursuant to Section 62 of the Companies Act, 2013.

(2) Assuming full subscription for and allotment of the Rights Entitlement.

Notes to the Capital Structure:

1. At any given time, there shall be only one denomination of the Equity Shares. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;

2. As on the date of this Draft Letter of Offer, our Company has not issued any special voting Rights Equity Shares and there are no outstanding Equity Shares having special voting rights;

3. Details of outstanding warrants, outstanding instruments with an option to convert or securities which are convertible at a later date into Equity Shares.

4. As on the date of this Draft Letter of Offer, our Company does not have a stock option scheme.

5. **Subscription to the Issue by the Promoters and the Promoter Group**

   Our Promoters have indicated that the promoters will not subscribe fully to their portion of their rights entitlement. Further, the company on behalf of all promoters have confirmed that do not intend to

apply for, and subscribe to, additional Rights Equity Shares over and above their Rights Entitlements (including unsubscribed portion of the Issue, if any).

The Company shall maintain minimum public shareholding requirements as stipulated under the SEBI Listing Regulations.

As such, other than meeting the requirements indicated in the chapter titled "Objects of the Issue" at page 65 of this Draft Letter of Offer, there is no other intention / purpose for the Issue, including any intention to delist our Equity Shares.

In case the Rights Issue remains unsubscribed and / or minimum subscription is not achieved; the Board of Directors may dispose of such unsubscribed portion in the best interest of the Company and the Equity Shareholders and in compliance with the applicable laws.

6. **All Equity Shares are fully paid-up and there are no partly paid Equity Shares outstanding as on the date of this Draft Letter of Offer. The Rights Equity Shares, when issued, shall be fully paid-up.**

7. **At any given time, there shall be only one denomination of the Equity Shares.**

8. **Equity Shares held by our Promoter and members of our Promoter Group have been locked-in, pledged or encumbered as of the date of this Draft Letter of Offer.**

Details of Equity Shares held by our Promoters or members of our Promoter Group and pledged or encumbered as on the date of this Letter of Offer are as follows:

Sr. No.	Name of the Promoter & Promoter Group	Category	No. of Equity Shares held	% of total share capital	Details of Equity Shares pledged/ encumbered		Details of Equity Shares locked-in	
					No. of Equity Shares	% of total share Capital	No. of Equity Shares	% of total share capital
1.	Mr. Manish Sharma	Promoter	46,46,800	59.26	-	-	46,46,800	59.26
2.	Mrs. Seema Sharma	Promoter	12,000	0.15	-	-	12,000	0.15

9. **No equity shares have been acquired by our Promoters or members of our Promoter Group in the last one year immediately preceding the date of filing of this Draft Letter of Offer with the Designated Stock Exchange.**

10. **No Equity Shares have been issued and allotted by our Company for consideration other than cash, in the last one year immediately preceding the date of filing this Draft Letter of Offer with the Stock Exchanges.**

11. **Our Company shall ensure that any transaction in the specified securities (Equity Shares) by our Promoters and members of our Promoter Group during the period between the date of filing this Draft Letter of Offer with the Stock Exchanges and the date of closure of the Issue shall be reported to the Stock Exchange within 24 hours of such transaction.**

12. **Details of the Equity Shareholders holding more than 1% of the paid-up and subscribed share capital of our Company:**

The table below sets forth details of Equity Shareholders holding more than 1% of the paid-up and subscribed share capital of our Company, as of March 31, 2026.

Sr. No	Name of the Equity Shareholders	Number of Equity Shares held	Percentage of Equity Shares held (%)
1	Mr. Manish Sharma	46,46,800	59.10
2	Mr. Rahul Kumar	80,000	1.02

13. **The ex-rights price of the Equity Shares arrived in accordance with Regulation 10(4)(b) of the SEBI Takeover Regulations is ₹ [●] per Equity Share.**

14. **Shareholding Pattern of our Company**

Shareholding Pattern of the Equity Shares of our Company as per the last filing with the Stock Exchange, i.e., as on March 31, 2026 can be accessed on the website of the BSE at *https://www.bseindia.com/stock-share-price/shp/scripcode/544559/flag/7*

The statement showing the holding of Equity Shares of persons belonging to the category "Promoter and Promoters Group" as on March 31, 2026 can be accessed on the website of the BSE at *https://www.bseindia.com/corporates/shppromoterngroup?scripcd=544559&qtrid=129.00&QtrName=Mar-26*

The Statement of showing the details of shares pledged, encumbrance by promoters and promoter group as on March 31, 2026 can be accessed on the website of BSE at *https://www.bseindia.com/corporates/shppromoterngroup?scripcd=544559&qtrid=129.00&QtrName=Mar-26*

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OBJECTS OF THE ISSUE

The Issue comprises up to [●] Rights Equity Shares of face value of Rs. 10 each for a cash price at Rs. [●] per Rights Equity Share (including a premium of Rs. [●] per Rights Equity Share) aggregating up to Rs. 2,200.00 Lakhs*. For further details, see "*Summary of this Draft Letter of Offer*" and "*The Issue*" on pages 23 and 55, respectively.
**Assuming full subscription in the Issue.*

Our Company proposes to utilize the net proceeds from the Issue towards funding the following objects.

1. To part finance Incremental Working Capital;
2. To meet General corporate purposes;
3. To meet the expenses of the Issue.

*(Collectively, referred herein as the "**objects**").*

We intend to utilize the gross proceeds raised through the Issue (the "Issue Proceeds") after deducting the Issue related expenses ("Net Proceeds") for the above-mentioned Objects.

The main object clause and objects incidental and ancillary to the main objects set out in our Memorandum of Association enable us to undertake the existing business activities and other activities set out therein, the activities proposed to be funded from the Net Proceeds; and to undertake the activities towards which the loans proposed to be repaid in full or in part from the Net Proceeds were utilized.

ISSUE PROCEEDS

The details of the proceeds of the Issue are summarized below:

(*Rs. In Lakhs*)

S. No.	Particulars	Amounts*
1)	Gross Proceeds	Upto 2,200.00
2)	(Less) Issue related expenses	[●]*
3)	**Net Proceeds**	[●]*

**Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment.*

UTILISATION OF NET PROCEEDS

We intend to utilize the Net Proceeds from the Issue, in the manner set below:

(Rs. In lakhs)

S.No.	Particulars	Amounts	% of gross proceeds	% of Net proceeds
1.	To part finance incremental Working Capital of the Company.	Upto 1550.00	[●]*	[●]*
2.	To meet General corporate purposes.	[●]*	[●]*	[●]*
3.	To meet the expenses of the Issue.	[●]*	[●]*	[●]*
	Total	[●]*	[●]*	[●]*

** To be finalized on determination of Issue Price.*

Schedule of implementation/ Utilization of Issue Proceeds

Our Company proposes to deploy the Net Proceeds in the aforesaid objects as follows:

(Rs. In lakhs)

Sr. No.	Particulars	Amount Proposed to be Deployed from Issue Proceeds	Estimated Schedule of Deployment of Net Proceeds	
			FY 2026-27	FY 2027-28
1.	To part finance incremental Working Capital of the Company.	Upto 1550.00	700.00	850.00
2.	To meet General corporate purposes.	[●]*	[●]*	[●]*
3.	To meet the expenses of the Issue.	[●]*	[●]*	-
	Total	[●]*	[●]*	[●]*

** To be finalized on determination of Issue Price.*

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, Our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects.

The funding requirements and deployment of the Net Proceeds as described herein are based on various factors, including our current business plan, management estimates, current circumstances of our business and other commercial and technical factors. However, such fund requirements and deployment of funds are based on our Company's internal management estimates and have not been appraised by any bank or financial institution. See "Risk Factors – The objects for which we propose to utilize Net Issue proceeds are not appraised by any Bank or Financial Institution and our management will have flexibility in applying the Issue proceeds." on page 37.

We may have to revise our funding requirements and deployment of the Net Proceeds from time to time on account of various factors, such as financial and market conditions, business and strategy, regulatory related delays, competitive environment and interest or exchange rate fluctuations, interest and finance charges, working capital margin, regulatory costs, and other external factors such as changes in the business environment or regulatory climate which may not be within the control of our management. This may entail rescheduling the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable laws.

Our Board or the Rights Issue Committee retain the right to change the above schedule of implementation and deployment of Net Proceeds, including the manner, method, and timing of deployment of the Net Proceeds, in case of any change in our business requirements and other commercial considerations, subject to compliance with applicable laws.

Subject to applicable laws, in case of a shortfall in raising requisite capital from the Net Proceeds, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in the event of any variation in the actual utilisation of funds earmarked for the Objects set forth above, any increase in fund requirements for a particular Object may be met from surplus funds, if any, allocated to the other Objects of the Issue. If the actual utilisation towards the Objects is lower than the proposed deployment, the balance amount, if any, may be utilised towards general corporate purposes, provided that the total amount allocated to general corporate purposes remains within the permissible limits prescribed under the SEBI ICDR Regulations.

In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal Year is not completely met, due to the reasons stated above, and any other factors, the same shall be utilized in the subsequent Fiscal Year, as may be determined by our Company in accordance with applicable laws. Further, due to various factors, including the considerations set out above, we may decide or be required to utilise a portion of the Net Proceeds of the Issue allocated for the subsequent year in the earlier year, or defer utilisation of a portion of the Net Proceeds planned for the current year to the subsequent year.

MEANS OF FINANCE:

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75.00% (Seventy-Five Percent) of the stated means of finance for the aforesaid object, excluding the amount to be raised from the Issue.

DETAILS OF THE OBJECTS OF THE ISSUE:

The details in relation to objects of the Issue are set forth herein below:-

Any amount, deployed by our Company out of internal accruals towards the aforementioned objects till the date of receipt of Issue Proceeds shall be recouped by our Company from the Issue Proceeds of the Issue. In case of delays in raising funds from the Issue, our company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

DETAILS OF THE OBJECTS

The details of the objects of the Issue are set out below:

1. TO PART FINANCE WORKING CAPITAL REQUIREMENTS OF THE COMPANY.

Our Company is engaged in processing aluminium-based metal scrap to manufacture aluminium alloys in the form of ingots. The working capital requirement in our industry is relatively higher than other sectors of economy due to its capital-intensive nature, which can also be seen in our working capital requirement for last three years showing an increasing trend from Rs. 1735.75 Lakhs in FY2023-24 to Rs. 3929.30 Lakhs in FY 2025-26.

With the expansion of the business, our Company will be in the need of additional working capital requirements. The major capital will be invested in the trade receivables and required for maintaining stock as the money gets blocked in them. The Company will meet the requirement to the extent of Rs. 1550.00 lakhs from the Net Proceeds of the Issue and balance from borrowings and internal accruals at an appropriate time as per the requirement. Additionally, the Right issue funds will strengthen the company's ability to meet existing demand, procure larger inventories through advance payments to suppliers, and secure additional discounts, thereby boosting profitability. These developments will enable the company to handle higher volumes of orders.

The details of our Company's existing working capital gap and source of their funding, based on restated financial for the Financial Year 2024, 2025 & 2026 are provided in the table below:

(Amount in Rs. Lakhs)

Sr. No.	Particulars	Audited Financial as on		
		31-Mar-2024	31-Mar-2025	31-Mar-2026
I	**Current Assets**			

Sr. No.	Particulars	Audited Financial as on		
		31-Mar-2024	**31-Mar-2025**	**31-Mar-2026**
	Inventories	1176.99	1,565.32	3,305.36
	Trade receivables	1150.64	1,310.81	1,000.01
	Short Term Loans & Advances	15.06	64.33	307.63
	Cash and Cash Equivalents	30.62	39.38	93.34
	Total (A)	**2373.31**	**2979.85**	**4706.34**
II	**Current Liabilities**			
	Trade payable	411.54	398.54	211.45
	Other current liabilities	108.91	247.26	157.62
	Short-term provisions	117.11	239.00	407.97
	Total (B)	**637.56**	**884.80**	**777.04**
III	**Total Working Capital Gap (A-B)**	**1735.75**	**2095.04**	**3929.30**
IV	**Funding Pattern**			
	Borrowings and internal accruals	**1735.75**	**2095.04**	**3929.30**
	Issue Proceeds	NA	NA	NA

The working capital requirement for the FY 2026-27 and FY 2027-28 is expected to be Rs. 4655.03 Lakhs and Rs. 6566.18 Lakhs in order to achieve our revenue targets for the FY 2026-27 and FY 2027-28 respectively. Our Company's estimated working capital requirements for FY 2026-27 and FY 2027-28 and the proposed funding of such working capital requirements are as set out in the table below:

(Amount in Rs. Lakhs)

Sr. No.	Particulars	Estimate	
		31-Mar-2027	**31-Mar-2028**
I	**Current Assets**		
	Inventories	3,381.70	4,995.34
	Trade receivables	2,000.01	2,456.50
	Short Term Loans & Advances	95.50	95.50
	Cash and Cash Equivalents	95.21	95.21
	Total (A)	**5572.42**	**7642.55**
II	**Current Liabilities**		
	Trade payable	490.00	563.50
	Other current liabilities	168.52	202.22
	Short-term provisions	258.87	310.64
	Total (B)	**917.39**	**1076.36**
III	**Total Working Capital Gap (A-B)**	**4655.03**	**6566.18**
IV	**Funding Pattern**		
	Borrowings and Internal Accruals	3955.03	5716.18
	Issue Proceeds	**700.00**	**850.00**

Justification & assumptions for holding period

Assumptions for Holding Levels

Particulars	March 31, 2024	March 31, 2025	March 31, 2026	March 31, 2027	March 31, 2028
Inventories (Days)	127	96	140	144	137

Particulars	March 31, 2024	March 31, 2025	March 31, 2026	March 31, 2027	March 31, 2028
Trade Receivables (Days)	102	75	56	58	62
Trade Payables (Days)	54	28	18	16	18

Justification for holding period levels

Inventories	Inventory levels are maintained by our Company depending upon the demand and delivery schedules. The range of inventory holding period is from 127 days in F.Y 2023-24, 96 days in F.Y 2024-25 and 140 days in FY 2025-26. The expected inventory holding period to 144 days in F.Y 2026-27 and 137 days in F.Y 2027-28 indicates that Company intends to maintain the strict Inventory maintenance policy in line with existing holding period as we aim to get and complete the manufacturing and delivery in a timely manner.
Trade Receivables	Trade receivables are the amount owed to the Company by customers following sale of product on credit. Our Trade Receivables days for FY 2023-24 and FY 2025-26 are in the range of 102 days to 56 days. Our Company has estimated average trade receivable cycle to be 58 days in FY 2026-27 & 62 days in FY 2027-28 respectively. We are expecting this to maintain at 58 days in Fiscal 2027 and 62 days in Fiscal 2028, with our efforts to keep new customers and attract more orders while maintaining proper working capital and fund flow in the Company, Company will be required to follow credit policy in or around with existing cycle.
Trade Payables	We have to negotiate favourable terms with the supplier, enabling better working capital management. In line with increase in business operations there will be consequent increase in trade payables on account of increase in purchases. This increase in payables is necessary to accommodate the larger volume of purchases required to support the business growth. The Company Trade Payable ranges between 54 days in FY 23-24 & 28 days in FY 2024-25 and 18 days in FY 2025-26. The Company is expecting to keep Trade Payable days to 16 in FY 2026-27 and 18 days in FY 2027-28 consequent to increase in payables on account of overall business operations while maintaining good relations with our suppliers while negotiating good discount on earlier payment on our supplies.

Short-Term Loans & Advances	In routine business, Company has to make various short-term advances for the material and other third- party services to be used during the operations. Accordingly, in line with increase in business operations, there will be need to purchase materials and services by making advance payments to enhance cost efficiency of products, thereby there will be increase in short term loan and advances.
Other Current Liabilities	We have reserved some fund for the purpose of paying of daily expenses, operation cost for maintenance, duties & taxes.
Short term Provision	Short term provisions enable us to set aside funds to address. Since business is a going concern, we have allocated reserve fund for liabilities related to taxes, and other such regulatory compliances.
Cash & Cash Equivalents	The cash & cash equivalent is estimated to be maintained in line with earlier years. Our company need to maintain cash reserves to meet day-to-day operations of the company, including employee salaries, office rent, and administrative expenses, require continuous cash flow.

2. TO FINANCE THE GENERAL CORPORATE PURPOSE

Our Company proposes to use Rs. [●]* lakhs towards general corporate purposes, being not exceeding 25% of the gross proceeds of the Issue.

Our Board will have flexibility in applying the amount towards general corporate purposes, including repayment of outstanding loans, funding our growth opportunities including strategic initiatives, investment in Subsidiary Company(ies) meeting expenses incurred in the ordinary course of business including salaries and wages, administration expenses, advertisement, brand building expenses, insurance related expenses, meeting of exigencies which our Company may face in course of business and any other unforeseen purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act.

Our management will have flexibility in utilizing any amounts for general corporate purposes in accordance with policies of our Board. The quantum of utilization of funds towards any of the purposes mentioned above will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.
** To be finalized on determination of Issue Price.*

3. ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. [●]* Lakhs.

Particulars	Amount (Rs. in Lakhs)	% of Total Issue Expenses	% of Total Issue Size
Issue management fees, Payment to other intermediaries such as Legal Advisors, Registrars etc.	[●]*	[●]*	[●]*
Printing & Stationery, Distribution, Postage, etc.	[●]*	[●]*	[●]*
Advertisement & Marketing Expenses	[●]*	[●]*	[●]*
Regulatory & other expenses	[●]*	[●]*	[●]*
Miscellaneous Expenses	[●]*	[●]*	[●]*
Total	[●]*	[●]*	[●]*

** To be finalized on determination of Issue Price.*

Details of funds already deployed till date and sources of funds deployed

The funds deployed up to 31st July, 2026 pursuant to the object of this Issue as certified by M/s. N.K. Mittal and Associates, Chartered Accountants pursuant to their certificate dated 10th August, 2026 is given below:

Deployment of funds	Amount (Rs. In Lakhs)
Issue Related Expenses	-
Object Related Expenses	-
Total	-

Sources of funds	Amount (Rs. In Lakhs)
Internal Accruals	-
Bank Finance	-
Total	-

BRIDGE FINANCING

Our Company has not raised any bridge loan from any bank or financial institution as on the date of this Draft Letter of Offer, which are proposed to be repaid from the Net Proceeds.

APPRAISAL BY APPRAISING AGENCY

None of the objects of the Issue for which the Net Proceeds will be utilised have been appraised by any bank, financial institution or any other external agency.

INTERIM USE OF FUNDS

Our Company will have the flexibility to deploy the Net Proceeds towards the Objects outlined above subject to all applicable laws and regulations. Pending utilization for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the Second Schedule of the RBI Act, 1934 as may be approved by our Board or Committee. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the equity shares of any other listed company or for any investment in equity markets.

MEANS OF FINANCE

Our Company proposes to meet the entire requirement of funds for the objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% (Seventy-Five Percent) of the stated means of finance for the aforesaid object, excluding the amount to be raised from the Issue.

The fund requirement and deployment are based on our management estimates and has not been appraised by any bank or financial institution or any other independent agencies. The fund requirement above is based on our current business plan and our Company may have to rise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, our Company's funding requirements and deployment schedules are subject to revision in the future at the discretion of our management.

MONITORING UTILIZATION OF FUNDS

Our Company has appointed Brickworks Ratings India Private Limited as the monitoring agency to monitor utilization of proceeds from the Issue, including the proceeds proposed to be utilised towards general corporate purposes. Our Company undertakes to place the Issue proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilization of the Issue proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee and before the Board of Directors without any delay, till 100% of the Issue proceeds have been utilized. Our Company will disclose and continue to disclose the utilization of the Issue proceeds, including interim use, under a separate head in its balance sheet for such fiscal periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Issue proceeds have been utilized. Our Company will indicate instances, if any, of unutilized Gross Proceeds in the balance sheet of our Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Issue proceeds, which shall discuss, monitor and approve the use of the Gross Proceeds along with our Board. Further, pursuant to Regulation 32(5) of the SEBI Listing Regulations, on an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in this Draft Letter of Offer and place it before the Audit Committee and make other disclosures as may be required until such time as the Issue proceeds remain unutilized. Such disclosure shall be made only until such time that all the Issue proceeds have been utilized in full. The statement of utilization of the Issue Proceeds prepared on an annual basis shall be reviewed/certified by an Independent Chartered Accountant and submitted by our Company to the Monitoring Agency in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the Objects. This information will also be published on our website and explanation for such variation (if any) will be included in our directors' report, after placing it before the Audit Committee.

CONFIRMATION REGARDING PURCHASE OF SECOND-HAND EQUIPMENT AND MACHINERY

No second-hand equipment and machinery is proposed to be purchased by our Company from the Net Proceeds.

OTHER CONFIRMATIONS

Except disclosed above, there is no material existing or anticipated transactions in relation to the utilization of the Net Proceeds with our Promoter, Directors or Key Management Personnel of our Company and no part of the Net Proceeds will be paid as consideration to any of them. Except disclosed above, none of our Promoter, members of Promoter Group or Directors are interested in the Objects of the Issue. No part of the proceeds from the Issue will be paid by the Company as consideration to our directors, or Key Managerial Personnel. Our Company does not require any material government and regulatory approvals in relation to the Objects of the Issue.

VARIATION IN OBJECTS OF THE ISSUE

In accordance with applicable provisions of the Companies Act, 2013 and applicable rules, except in circumstances of business exigencies, our Company shall not vary the Objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the **'Postal Ballot Notice'**) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where the Registered Office is situated.

KEY INDUSTRY REGULATIONS FOR THE OBJECTS OF THE ISSUE

No additional provisions of any acts, regulations, rules, and other laws are or will be applicable to the Company for the proposed Objects of the Issue.

STRATEGIC OR FINANCIAL PARTNERS

There are no strategic or financial partners to the Company for the proposed Objects of the Issue.

STATEMENT OF SPECIAL TAX BENEFITS

To,
The Board of Directors,
OM METALLOGIC LIMITED
Kila No. 17, Harfala Road, Village Sikri, Opp. Gopal Jee Milk Plant,
Ballabhgarh, Haryana, India, 121004

Dear Sirs,

Subject: Statement of possible tax benefits ("the statement") available to OM METALLOGIC LIMITED and its shareholders

We hereby confirm that the enclosed Annexure 1 and Annexure 2 (together, "the Annexures"), prepared by Om Metallogic Limited ("the Company"), set out the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 ("the Act"), as amended by the Finance Act, 2023, and the circulars and notifications issued thereunder from time to time, applicable for Financial Year 2024-25 relevant to Assessment Year 2025-26, and under the Central Goods and Services Tax Act, 2017 and the Integrated Goods and Services Tax Act, 2017, and the circulars and notifications issued thereunder from time to time, applicable for Financial Year 2024-25 relevant to Assessment Year 2025-26 ("the Indirect Tax Act") (together, "the Tax Laws"), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. The ability of the Company and/or its shareholders to derive these tax benefits is therefore dependent upon fulfilling such conditions, which, based on the business imperatives the Company may face in the future, the Company or its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.

We do not express any opinion or provide any assurance as to whether:

i) the Company or its shareholders will continue to obtain these benefits in future;
ii) the conditions prescribed for availing the benefits have been/would be met with; and
iii) the revenue authorities' courts will concur with the views expressed herein.

The Content of the enclosed Annexures is based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the company.

No assurance is given that the revenue authorities/Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to update the views consequent to such changes.

We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 20I8 for inclusion in the Letter of Offer/Offer Documents in connection with

the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

For N.K. Mittal & Associates
Chartered Accountants
Firm Registration Number: 113281W
Sd/-
N K Mittal
Partner
Membership No. 046785
UDIN: 26046785HXIBYG4092

Place: Mumbai
Date: 10th August, 2026

Annexure 1

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Act presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

A. Special Tax Benefits to the Company

   The Company is not entitled to any special tax benefits under the Direct Tax Act.

B. Special Tax Benefits to the Shareholder

   The Shareholders of the Company are not entitled to any special tax benefits under Direct Tax Act.

Note: 1. All the above benefits are as per the current tax laws and will be available only to the sole/first name holder where the shares are held by joint holders. 2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefits under any other law.

For N.K. Mittal & Associates
Chartered Accountants
Firm Registration Number: 113281W
Sd/-
N K Mittal
Partner
Membership No. 046785
UDIN: 26046785HXIBYG4092

Place: Mumbai
Date: 10th August, 2026

ANNEXURE 2 TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the c Tax Act, presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

A. Special Tax Benefits to the Company

   The Company is not entitled to any special tax benefits under the Goods and Services Tax Act.

B. Special Tax Benefits to the Shareholder

   The Shareholders of the Company are not entitled to any special tax benefits under the Goods and Services Tax Act.

   Note: 1. All the above benefits are as per the current tax laws and will be available only to the sole/first name holder where the shares are held by joint holders. 2. The above statement covers only certain relevant indirect tax law benefits and does not cover any direct tax law benefits or benefits under any other law. We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Letter of Offer/Offer Documents.

For N.K. Mittal & Associates
Chartered Accountants
Firm Registration Number: 113281W
Sd/-
N K Mittal
Partner
Membership No. 046785
UDIN: 26046785HXIBYG4092

Place: Mumbai
Date: 10th August, 2026

OUR MANAGEMENT

Board of Directors

In terms of our Articles of Association, our Company is required to have not less than 3 directors and not more than 15 directors. As of the date of this Draft Letter of Offer, our Company has 5 (Five) Directors on the Board, 1 (One) as Managing Director and Chairperson, 1 (one) as Women Executive Director, 3 (three) as Non-Executive Independent Directors. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Sr. No	Name of Director	DIN	Designation	Original Date of Appointment
1.	Manish Sharma	02494864	Managing Director and Chairperson	14/12/2011
2.	Seema Sharma	03641944	Executive Director	14/12/2011
3.	Kajal Garg	11100385	Non- Executive- Independent Director	28/05/2025
4.	Neeraj Bajaj	10674352	Non- Executive- Independent Director	12/06/2025
5.	Deepali Sehgal Kulshrestha	10192105	Non- Executive- Independent Director	12/06/2025

The following table sets forth details regarding our Board of Directors as of the date of this Draft Letter of Offer.

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
Name: Mr. Manish Sharma **Father's Name:** Late Mr. Bhagwan Chand **Age:** 41 years **Date of Birth:** January 21, 1985 **PAN:** BXAPS9783G **Designation:** Managing Director and Chairperson **Address:** House no 1774 Sector-2 Palwal, Faridabad Palwal- 121102, Haryana, India **Experience:** more than 13 years **Occupation:** Business **Qualification:** * **Nationality:** Indian	Appointed as Director of the Company on December 14, 2011 Re-designated as Managing Director and Chairperson as on October 01, 2023	**Directorship in Other Companies:** Nil **Designated Partner/ Partners in LLP:** Nil

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
Term: Appointed as Managing Director for a period of 5 years with effect from September 30, 2023 **DIN:** 02494864		
Name: Mrs. Seema Sharma **Father's Name:** Mr. Ved Ram Sharma **Age:** 36 years **Date of Birth:** July 03, 1990 **PAN:** CSJPS9089Q **Designation:** Executive Director **Address:** House no 1774 Sector-2 Palwal, Faridabad Palwal- 121102, Haryana, India **Experience:** more than 13 years **Occupation:** Business **Qualification:** * **Nationality:** Indian **Term:** Liable to retire by rotation **DIN:** 03641944	Appointed as director of the Company on December 14, 2011	**Directorship in Other Companies:** Nil **Designated Partner/ Partners in LLP:** Nil
Name: Ms. Kajal Garg **Father's Name:** Mr. Neeraj Garg **Age:** 27 years **Date of Birth:** April 12, 1999 **PAN:** CNWPG4156J **IDDB Reg. No:** IDDB-DI-202505-074043 **Designation:** Non-Executive-Independent Director **Address:** House No. -RZ C- 77 B, Sita Puri Part-1, Dabri, South West Delhi- 110045	Appointed as an Non-Executive Independent Director w.e.f. 28th May, 2025	**Directorship in Other Companies:** 1. Danube Industries Limited **Designated Partner/ Partners in LLP:** Nil

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
Experience: More than 4 years **Occupation:** Professional **Qualification:** Bachelor of Laws, Master of Commerce and Bachelor of Commerce. **Nationality:** Indian **Term:** Appointed as Non-Executive Independent Director for a period of 5 years with effect from 28th May, 2025 **DIN:** 11100385		
Name: Mr. Neeraj Bajaj **Father's Name:** Mr. Raj Kumar Bajaj **Age:** 42 years **Date of Birth:** August 19, 1984 **PAN:** ASVPB2819D **Designation:** Non-executive Independent Director **Address:** House No. B-831 Ground Floor, Gate No. 4, Back Side, Green Field Colony, NHPC Colony, Faridabad- 121010, Haryana, India **IDDB Reg. No.:** IDDB-DI-202408-063064 **Experience:** More than 4 years **Occupation:** Professional **Qualification:** Master of Business Administration, Bachelor of Laws and Company Secretary **Nationality:** Indian **Term:** Appointed as Non-Executive Independent Director for a period of 5 years with effect from 12th June, 2025 **DIN:** 10674352	Appointed as an Non-Executive and Independent Director w.e.f. 12th June, 2025	**Directorship in Other Companies:** 1. Indian Cotton Solutions.Com Limited 2. Vaidyaacharya India Limited **Designated Partner/ Partners in LLP:** Nil

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
Name: Ms. Deepali Sehgal Kulshrestha **Father's Name:** Mr. Puran Kumar Sehgal **Age:** 35 years **Date of Birth:** November 29, 1990 **PAN:** CHWPS3156E **Designation:** Non-executive Independent Director **Address:** R-161, Vani Vihar, Uttam Nagar, New Delhi, D.K. Mohan Garden, West Delhi-110059, **IDDB Reg. No.:** IDDB-PA-202306-048209 **Experience:** More than 6 years **Occupation:** Professional **Qualification:** Bachelor of Commerce and Company Secretary **Nationality:** Indian **Term:** Appointed as Non-Executive and Independent Director for a period of 5 years with effect from 12th June, 2025 **DIN:** 10192105	Appointed as an Non-Executive and Independent Director w.e.f. 12th June, 2025	**Directorship in Other Companies:** 1. PMC Fincorp Limited **Designated Partner/ Partners in LLP:** Nil

BRIEF PROFILE OF OUR DIRECTORS

Mr. Manish Sharma aged 41 years, is the Promoter, Chairperson & Managing Director of our Company. He has been on the Board since incorporation i.e. 14th day of December, 2011. He is having more than 13 years of experience in the field of ferrous and non-ferrous metal & metal scrap business. He looks after day-to-day routine operational activities of our Company and formulation of business policies, strategies etc.

Mrs. Seema Sharma, aged 36 years, is the Executive Director of our Company. She has a work experience of more than 13 years in the Management of the Company. She plays a key role in the execution of projects and day to day operations. She has been associated with our Company since incorporation.

Ms. Kajal Garg, aged 27 years is a Non-Executive and Independent Director of the Company with effect from May 28, 2025. She holds a degree of Bachelor of Commerce from Delhi University in the year 2019 and a degree of Master of Commerce from Indira Gandhi National Open University (IGNOU) in the year 2022 and holds Law Degree from Dr. Bhimrao Ambedkar Law University, Rajasthan in the year 2024. Additionally, she is a member of the Institute of Company Secretaries of India (ICSI). Ms. Kajal Garg possesses extensive knowledge and experience in Company Law, Securities Law, and related compliances.

She is results-oriented, focused, and hardworking, providing valuable marketing advice and guidance to the Board of Directors.

Mr. Neeraj Bajaj, aged 42 years is a Non-Executive and Independent Director of the Company with effect from June 12, 2025. He is MBA (Finance) in the year 2014 from National Institute of Business Management. He is Law Graduated in the Year 2013 from CCS University and He is a member of the Institute of Company Secretaries of India (ICSI). He possesses extensive knowledge and experience in Company Law, and Secretarial Matters. As an Independent Director of our Company with Corporate acumen & experience, He brings value addition to our Company.

Ms. Deepali Sehgal Kulshrestha, aged 35 years is a Non-Executive and Independent Director of the Company with effect from June 12, 2025. She holds a degree of Bachelor of Commerce from Delhi University in the year 2014. Additionally, she is a member of the Institute of Company Secretaries of India (ICSI). She possesses extensive knowledge and experience in more than 6 years of Experience Company Law, and Secretarial Matters. As an Independent Director of our Company with Corporate acumen & experience, she brings value addition to our Company.

CONFIRMATIONS

As on the date of this Draft Letter of offer:

- Except for that Mr. Manish Sharma and Mrs. Seema Sharma, none of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013.

- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member or senior management.

- The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.

- None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(lll) of SEBI ICDR Regulations.

- None of our Directors are or were directors of any listed Company whose shares have been/were suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or delisted from the stock exchange(s) during the term of their directorship in such companies.

- None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.

- None of the Promoters or Directors has been or is involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

- No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a director, or otherwise for services rendered

by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

DETAILS OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

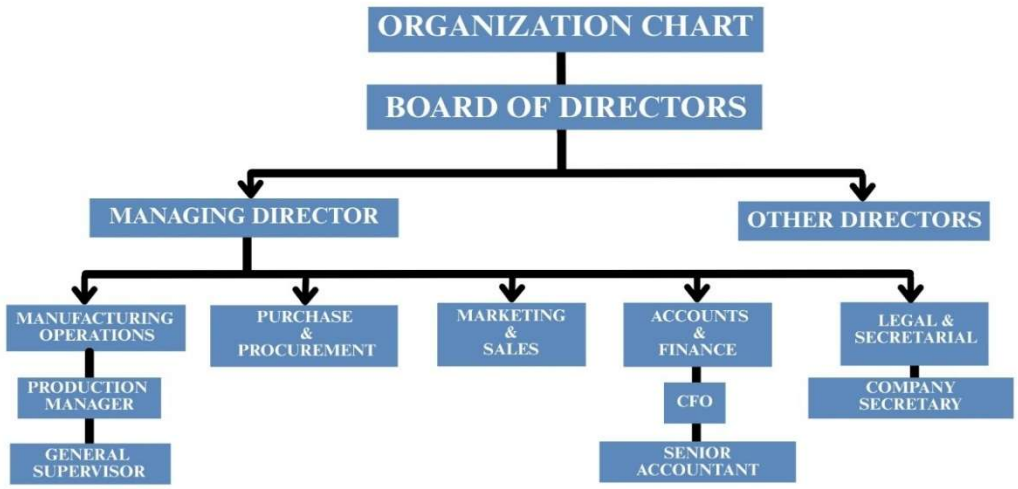
Key Managerial Personnel

Sr. No.	Particulars	Designation
1.	Mr. Manish Sharma	Managing Director
2.	Mrs. Seema Sharma	Executive Director
4.	Mr. Tulsiram	Chief Financial Officer
5.	Mrs. Prachi Gupta	Company Secretary and Compliance Officer

Senior Management (excluding Key Managerial Personnel)

Sr. No.	Particulars	Designation
1.	Mr. Juber Khan	Production Manager

MANAGEMENT ORGANIZATIONAL STRUCTURE



Details of any arrangement or understanding with major shareholders, customers, suppliers or others

Our Company has not entered into any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above mentioned Directors have been appointed in the Board.

CORPORATE GOVERNANCE

Our Board of Directors presently has three (3) committees which have been constituted in accordance with the relevant provisions of the Companies Act and SEBI LODR Regulations: (i) Audit Committee, (ii) Stakeholders' Relationship Committee and (iii) Nomination and Remuneration Committee.

Audit Committee

Our Board has reconstituted the Audit Committee vide Board Resolution dated 12th June, 2025 which was in accordance with Section 177 of the Companies Act, 2013.
The Audit committee comprises of the following:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Neeraj Bajaj	Non-Executive Independent Director	Chairperson
Ms. Kajal Garg	Non-Executive Independent Director	Member
Mr. Manish Sharma	Managing Director and Chairperson	Member

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

The scope of Audit Committee shall include but shall not be restricted to the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;

3. Approving payments to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
ii) Changes, if any, in accounting policies and practices and reasons for the same;
iii) Major accounting entries involving estimates based on the exercise of judgment by management;
iv) Significant adjustments made in the financial statements arising out of audit findings;
v) Compliance with listing and other legal requirements relating to financial statements;
vi) Disclosure of any related party transactions;
vii) Qualifications in the draft audit report.

5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;

9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the Whistle Blower mechanism;

19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

i) To investigate any activity within its terms of reference.
ii) To seek information from any employee.
iii) To obtain outside legal or other professional advice.
iv) To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

i) Management discussion and analysis of financial condition and results of operations;
ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
iv) Internal audit reports relating to internal control weaknesses; and
v) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

vi) statement of deviations: (a) half yearly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations. (b) annual statement of funds utilized for purposes other than those stated in the offer document/Draft Letter of offer/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

21. The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairperson of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The Chairperson of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Meeting of Audit Committee and Relevant Quorum

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

Stakeholders' Relationship Committee

Our Board has reconstituted the Stakeholders' Relationship Committee vide Board Resolution dated 12th June, 2025 pursuant to Section 178 of the Companies Act, 2013. The Stakeholder's Relationship Committee comprises of the following:

Name of the Directors	Nature of Directorship	Designation in Committee
Ms. Deepali Sehgal Kulshrestha	Non-Executive Independent Director	Chairperson
Ms. Kajal Garg	Non-Executive Independent Director	Member
Mrs. Seema Sharma	Executive Director	Member

The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

1. resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.

2. review of measures taken for effective exercise of voting rights by shareholders;

3. review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;

4. review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and

5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

6. approve, register, refuse to register transfer or transmission of shares and other securities;

7. sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. allotment and listing of shares;

9. authorise affixation of common seal of the Company;

10. issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;

11. approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

12. dematerialize or rematerialize the issued shares;

13. ensure proper and timely attendance and redressal of investor queries and grievances;

14. carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and

15. further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Meeting of Stakeholders' Relationship Committee and Relevant Quorum

The stakeholders' Relationship committee shall meet once in a year. The quorum for a meeting of the Stakeholder's Relationship Committee shall be two members present.

Nomination and Remuneration Committee

Our Board has reconstituted the Nomination and Remuneration Committee vide Board Resolution dated 12th June, 2025 pursuant to section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of the following:

Name of the Directors	Nature of Directorship	Designation in Committee
Ms. Kajal Garg	Non-Executive Independent Director	Chairperson
Mr. Neeraj Bajaj	Non-Executive Independent Director	Member
Ms. Deepali Sehgal Kulshrestha	Non-Executive Independent Director	Member

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

2. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

i) use the services of an external agencies, if required;
ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
iii) consider the time commitments of the candidates.

3. formulation of criteria for evaluation of Independent Directors and the Board;
4. devising a policy on Board diversity;
5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommend to the board, all remuneration, in whatever form, payable to senior management.

SECTION VI – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

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N. K. MITTAL & ASSOCIATES
CHARTERED ACCOUNTANTS

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CA (Dr.) N. K. Mittal M.Com., FCA, L.L.B., e-M.B.A., Ph.D. **CA Ankush Mittal** B.Com., FCA, ACS, Grad CWA, L.L.B.

INDEPENDENT AUDITOR'S REPORT

To the Members of
OM Metallogic Limited
(Formerly known as Om Metallogic Private Limited)

Report on the Audit of the Financial Statements

Opinion:

We have audited the Financial Statements of Om Metallogic Limited (Formerly known as OM Metallogic Private Limited) ("the Company"), which comprise the balance sheet as at 31st March 2026, and the statement of profit and loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2026, and its Profit, and its cash flows for the year ended on that date.

Basis for Opinion:

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

N. K. Mittal & Associates MUMBAI F.R. No: 113281W Chartered Accountants

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Other Information:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring



the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is included in **"Annexure A"** to this auditor's report. Such description forms integral part of this report.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, is given as per **Annexure "B".**
2. As required by Section 143(3) of the Act, we report that:
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
   d. In our opinion, the aforesaid financial statements comply with the Accounting

N. K. Mittal & Associates MUMBAI F.R. No: 113281W Chartered Accountants

Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e. On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, is given as per **Annexure "C"**

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statement. Refer Note No 37 to the financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

v. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and



vi. Based on our audit procedures, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) and (v) contain any material mis-statements

vii. The company has not declared or paid any dividend during the year.

viii. Based on our examination which included test checks, the company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transaction recorded in the respective software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

ix. With respect to the matter to be included in the Auditor's Report under section 197(16) of the Act. In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act. The MCA has not prescribed other details under section 197(16) of the Act which are required to be commented upon by us.

N K Mittal & Associates
Chartered Accountants
Firm Registration Number: 113281W

CA (Dr.) N K Mittal
Partner
Membership No. 046785
UDIN: 26046785MIKNVJ4584

Place: Mumbai
Date: 09.06.2026

Annexure A to Independent Auditor's report:

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

N. K. Mittal & Associates
MUMBAI
F.R. No: 113281W
Chartered Accountants

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



N. K. MITTAL & ASSOCIATES
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"Annexure B" to the Independent Auditor's Report

Referred to in paragraph 9 of the Independent Auditor's Report of even date to the members of **OM Metallogic Limited (Formerly Known as OM Metallogic Private Limited)** on the financial statement as of and for the period ended 31st March 2026.

Clause 1 – Property, Plant and Equipment

(a)(A) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment.

(B) The Company does not have Intangible assets, therefore this clause is not applicable

(b) The Property, Plant and Equipment have been physically verified by the management during the year in accordance with a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us, the Company does not own any immovable property. Accordingly, reporting under clause 3(i)(c) of the Order is not applicable.

(d) The Company has not revalued its Property, Plant and Equipment (including Right-of-Use assets, wherever applicable) or intangible assets during the year.

(e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder.

Clause 2 – Inventory and Working Capital

(a) Inventories have been physically verified by the management during the year at reasonable intervals. In our opinion, the coverage and procedure of such verification are appropriate having regard to the size and nature of the business. The discrepancies noticed on such verification, if any, were not material and have been properly dealt with in the books of account.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹5 crore, in aggregate, from banks against security of current assets. The facilities are further secured by an equitable mortgage of immovable properties owned by the promoters together with their personal guarantees. Based on our examination of the records, the quarterly returns/statements submitted by the Company to the banks are in agreement with the books of account of the Company.

Clause 3 – Investments, Guarantees, Securities and Loans

According to the information and explanations given to us and on the basis of our audit procedures, the Company has granted unsecured loans/advances in the nature of loans to parties during the year. The Company has not provided guarantees or securities during the year.



(a) The aggregate amount of loans or advances in the nature of loans granted during the year and the balance outstanding at the yearend are as disclosed in the financial statements

(Rs. In lakhs)

Particulars	Advances in the nature of loans
Aggregate amount granted/ provided during the year	
- Related	0.00
- Others	1.00
Balance outstanding as at balance sheet date in respect of such cases	
- All Parties	15.13

(b) In our opinion, the terms and conditions of the loans and advances granted are, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans repayable on demand, no specific schedule for repayment of principal has been stipulated. Accordingly, the question of regularity of repayment does not arise.

(d) Certain loans aggregating to ₹15.13 lakhs were overdue for more than ninety days as at the balance sheet date.

(Rs. In lakhs)

No of Cases	Principal overdues	Interest overdues	Total overdues	Remarks, if any
06	15.13	-	15.13	Principal
Total	15.13	-	15.13	

(e) No loan or advance in the nature of loan which had fallen due during the year has been renewed or extended, nor has any fresh loan been granted to settle the overdue of existing loans.

(f) Loans aggregating to ₹15.13 lakhs are repayable on demand.

(Rs. In Lakhs)

Particulars	All Parties	Promoters	Related Party
Aggregate amount of loans/ advances in nature of Loans	-	-	-
- Repayable on demand (A)	15.13	-	-
Aggregate amounts of loans which do not specify any terms or period of repayment (B)	-	-	-
Total (A+B)	15.13	-	-
Percentage of Loans/ advances	100%	-	-

Clause 4 – Compliance with Sections 185 and 186

In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities, wherever applicable.

Clause 5 – Deposits

According to the information and explanations given to us, the Company has not accepted any deposits or amounts deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules framed thereunder. Accordingly, reporting under clause 3(v) of the Order is not applicable.

N. K. Mittal & Associates MUMBAI F.R. No: 113281W Chartered Accountants

Clause 6 – Cost Records

We have broadly reviewed the books of account maintained by the Company pursuant to the Rules prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 for maintenance of cost records. Based on such review, we are of the opinion that, prima facie, the prescribed cost records have been made and maintained. However, we have not carried out a detailed examination of such records with a view to determine whether they are accurate or complete.

Clause 7 – Statutory Dues

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been regular in depositing with the appropriate authorities undisputed statutory dues including Income-tax, Goods and Services Tax, Provident Fund, Employees' State Insurance and other statutory dues applicable to it.

According to the information and explanations given to us, there were undisputed amounts payable in respect of Income-tax which were outstanding, as at March 31, 2026 amount to INR 354.60 lakhs , for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, the following statutory dues have not been deposited on account of disputes and are pending before the respective appellate authorities. The details are as disclosed in the financial statements and the statement below.

Name of Statute	Nature of Dues	Amount (INR in lakhs)	Period to which the amount relates	Remark
Goods & Services tax Acts	GST demand under dispute	1364.20	Various Period	Various Appellate/Judicial Authorities
VAT/CST Acts	VAT/CST demands under dispute	84.68	FY 2016-17	Haryana Tax Tribunal, Chandigarh
VAT/CST Acts	VAT/CST demands under dispute	55.85	FY 2015-16	Haryana Tax Tribunal, Chandigarh

Clause 8 – Unrecorded Income

According to the information and explanations given to us and based on our examination of the books and records, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961.

Clause 9 – Borrowings

(a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.

(b) The Company has not been declared a wilful defaulter by any bank, financial institution or government authority.

(c) In our opinion and according to the information and explanations given to us, the Company has not applied the term loans.

(d) On an overall examination of the financial statements, no funds raised on a short-term basis have been utilised for long-term purposes.

(e) The Company has not taken any funds from any entity or person to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in subsidiaries, associates or joint ventures.



Clause 10 – Initial Public Offer / Further Public Offer / Preferential Issue / Right Issue

(a) According to the information and explanations given to us and based on our examination of the books of account and other relevant records, during the year, the Company completed its Initial Public Offer ("IPO") comprising 25,98,400 equity shares of face value of ₹10 each at an issue price of ₹86 per equity share, aggregating to ₹2,234.62 lakhs. The equity shares of the Company were listed on the SME Platform of BSE Limited on October 07, 2025. The funds raised through the aforesaid Initial Public Offer have been fully utilised for the purposes for which they were raised. We have not noticed any material deviation in the utilisation of such funds from the objects stated in the Prospectus.

(b) As per the information and explanation given to us and based on examination of records of the company, the company has not made any preferential allotment or private placement of shares or convertible debentures and hence reporting under this clause is not applicable.

Clause 11 – Fraud

(a) Based on the audit procedures performed and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.

(b) No report under Section 143(12) of the Companies Act, 2013 in Form ADT-4, as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014, has been filed by us or by any other auditor during the year.

(c) According to the information and explanations given to us, no whistle-blower complaints were received by the Company during the year which required consideration while carrying out our audit.

Clause 12 – Nidhi Company

In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Companies (Auditor's Report) Order, 2020 are not applicable.

Clause 13 – Related Party Transactions

In our opinion and according to the information and explanations given to us, all transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, wherever applicable, and the necessary disclosures have been made in the Financial Statements in accordance with the requirements of the applicable Accounting Standards.

Clause 14 – Internal Audit System

(a) In our opinion, the Company has an internal audit system commensurate with its size and the nature of its business.

(b) We have considered the internal audit reports issued for the period under audit while determining the nature, timing and extent of our audit procedures.

Clause 15 – Non-cash Transactions

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with them during the year. Accordingly, the provisions of Section 192 of the Companies Act, 2013 are not applicable.

Clause 16 – Registration under RBI Act, 1934

(a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) Based on the information and explanations provided by the management, there is no Core Investment Company (CIC) within the Group as defined under the Core Investment Companies (Reserve Bank) Directions, 2016. Accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable.

Clause 17 – Cash Losses

According to the information and explanations given to us and based on our examination of the books of account, the Company has not incurred cash losses during the current financial year or in the immediately preceding financial year.

N. K. Mittal & Associates
MUMBAI
F.R. No: 113281W
Chartered Accountants

Clause 18 – Resignation of Statutory Auditors

There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Companies (Auditor's Report) Order, 2020 is not applicable.

Clause 19 – Material Uncertainty in Meeting Liabilities

According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, our knowledge of the Board of Directors and management plans and based on the audit evidence obtained by us, nothing has come to our attention which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the balance sheet date as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. Our reporting is based on the facts existing up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within one year from the balance sheet date will be discharged by the Company as and when they fall due.

Clause 20 – Corporate Social Responsibility

(a) As per the information and explanation given to us and based on examination of records of the company, Schedule VII to the Companies Act is not applicable to the Company.

(b) As per the information and explanation given to us and based on examination of records of the company, subsection (5) and sub-section (6) of section 135 of the Companies Act are not applicable to the Company.

Clause 21 – Qualifications or Adverse Remarks in Consolidated Financial Statements

The reporting requirements under clause 3(xxi) of the Companies (Auditor's Report) Order, 2020 are not applicable since the Company is not required to prepare Consolidated Financial Statements and does not have any subsidiaries, associates or joint ventures during the year.

For N K Mittal & Associates
Chartered Accountants
Firm Registration Number: 113281W



CA (Dr.) N K Mittal
(Partner)
Membership Number: 046785
UDIN: 26046785MIKNVJ4584

Place: Mumbai
Date : 09.06.2026

N. K. MITTAL & ASSOCIATES
CHARTERED ACCOUNTANTS

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CA (Dr.) N. K. Mittal M.Com., FCA, L.L.B., e-M.B.A., Ph.D. **CA Ankush Mittal** B.Com., FCA, ACS, Grad CWA, L.L.B.

ANNEXURE "C" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements section of our report to the Members of **OM Metallogic Limited** (formerly known as Om Metallogic Private Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of subsection 3 of Section 143 of the Companies Act, 2013("the Act")

We have audited the internal financial controls over financial reporting of **OM Metallogic Limited** (the "Company") as of March 31, 2026 in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the standards on auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.



The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting with reference to these Standalone Financial Statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements .

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal financial control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial controls Over Financial Reporting issued by the ICAI.

For N K Mittal & Associates
Chartered Accountants
Firm's Registration Number: 113281W



CA (Dr.) N K Mittal
(Partner)
Membership Number: 046785
UDIN: 26046785MIKNVJ4584

Place: Mumbai
Date: 09-06-2026

OM METALLOGIC LIMITED
(Formerly Known as OM Metallogic Private Limited)
(L28113HR2011PLC044569)
BALANCE SHEET AS AT 31st MARCH 2026

(Rs. in lakhs)

	Particulars	Notes No.	As at 31st March 2026	As at 31st March 2025
A.	I. EQUITY AND LIABILITIES			
1	**Shareholder's Funds**			
	(a) Share Capital	2	786.23	526.39
	(b) Reserves and Surplus	3	2,932.93	652.12
	(c) Money received against share warrants		-	-
2	**Share Application money pending allotment**		-	-
3	**Non-Current Liabilities**			
	(a) Long-Term Borrowings	4	224.61	159.77
	(b) Deferred Tax Liabilities (Net)	5	-	-
	(c) Other Long Term Liabilities	6	-	-
	(d) Long Term Provisions	7	0.77	-
4	**Current Liabilities**			
	(a) Short-Term Borrowings	8	200.09	875.16
	(b) Trade Payables			
	(A) Total Outstanding dues of micro enterprises and small enterprises	9	-	-
	(B) Total Outstanding dues of creditors other than micro enterprises and small enterprises		211.45	398.54
	(c) Other Current Liabilities	10	157.62	247.26
	(d) Short-Term Provisions	11	407.97	238.54
	Total		**4,921.66**	**3,097.78**
B.	**ASSETS**			
1	**Non-Current Assets**			
	(a) Property, Plant and Equipment and Tangible Assets	12		
	(i) Property, Plant and Equipment		207.39	115.15
	(ii) Intangible Assets		-	-
	(iii) Capital Work In Progress		-	-
	(iv) Intangible Assets under Development		-	-
	(v) Fixed Assets held for sale		-	-
	(b) Non-current investments	13	-	-
	(c) Deferred tax assets (net)	5	3.50	2.43
	(d) Long term loans and advances	14	4.42	0.35
	(e) Other non-current assets	15	-	-
2	**Current Assets**			
	(a) Current investments	16	-	-
	(b) Inventories	17	3,305.36	1,565.32
	(c) Trade receivables	18	1,000.01	1,310.81
	(d) Cash and cash equivalents	19	93.34	39.38
	(e) Short-term loans and advances	20	307.63	64.33
	(f) Other current assets	21	-	-
	Total		**4,921.66**	**3,097.78**

See accompanying notes forming integral part of Balance Sheet (1-42)

This is the Balance Sheet referred to in our Report of even date.

In terms of our report attached.

For N K Mittal & Associates
Chartered Accountants
Firm Registration Number: 113281W

CA (Dr.) N K Mittal
(Partner)
Membership Number: 046785

Place: Mumbai
Date: 09th June, 2026

For on behalf of board
For OM Metallogic Limited

Manish Sharma
Managing Director
DIN: 02494864

Seema Sharma
Director
DIN: 03641944

Tulsiram
Chief Financial Officer

Place: Faridabad
Date: 09th June, 2026

Prachi Gupta
Company Secretary

Place: Faridabad
Date: 09th June, 2026

OM METALLOGIC LIMITED
(Formerly Known as OM Metallogic Private Limited)
(L28113HR2011PLC044569)
STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31st MARCH, 2026

(Rs. in Lakhs)

Sr. No	Particulars	Notes No.	For the period ended 31st March 2026	For the period ended 31st March 2025
A.	**CONTINUING OPERATIONS**			
I	Revenue from operations (Gross)	22	7,513.03	5,999.62
II	Other Income	23	50.62	41.27
III	*Total Income (I +II)*		7,563.65	6,040.89
IV	***Expenses:***			
	(a) Cost of materials consumed	24	6,333.49	5,079.44
	(b) Purchase of Stock-in-Trade	25	-	-
	(c) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	26	17.99	- 118.02
	(d) Employee Benefit Expenses	27	69.99	74.66
	(e) Financial Costs	28	68.48	92.15
	(f) Depreciation and Amortization Expense	29	28.99	28.51
	(g) Other Expenses	30	389.69	337.78
	Total Expenses (IV)		6,908.61	5,494.52
V	Profit/ (Loss) before exceptional and extraordinary items and tax	(III - IV)	655.04	546.37
VI	Prior Period Items		9.04	-
VII	Profit before extraordinary items and tax (V - VI)		646.00	546.37
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		646.00	546.37
X	***Tax expense:***			
	(a) Current tax expense for current year		175.58	139.86
	(b) (Less): MAT credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		-	-
	(d) Net current tax expense		-	-
	(e) Deferred tax liabilities(Assets)		- 1.07	- 4.32
XI	Profit(Loss) from the perid from continuing operations	(IX-X)	471.48	410.83
B.	**DISCONTINUING OPERATIONS**			
XII	(a) Profit/(Loss) from discontinuing operations (before Tax)		-	-
	(b) Gain / (Loss) on disposal of assets / settlement of liabilities attributable to the discontinuing operations			-
	(c) Tax expense of discounting operations		-	
	-On ordinary activities attributable to the discontinuing operations		-	-
	-On gain / (loss) on disposal of assets / settlement of liabilities		-	-
XIII	Profit/(Loss) from Discontinuing operations(XII(a)toXII(b))		-	-
C.	**TOTAL OPERATIONS**			
XIV	Profit/(Loss) for the period (XI + XIII)		**471.48**	**410.83**
XV	Earning per equity share: (Rs.)	33		
	(1) Basic			
	(i) Continuing operations		7.24	7.80
	(ii) Total operations		7.24	7.80
	(2) Diluted			
	(i) Continuing operations		7.24	7.80
	(ii) Total operations		7.24	7.80

See accompanying notes forming integral part of Statement of Profit & Loss (1-42)

This is the Statement of Profit & Loss referred to in our Report of even date.

In terms of our report attached.
For N K Mittal & Associates
Chartered Accountants
Firm Registration Number: 113281W

CA (Dr.) N K Mittal
(Partner)
Membership Number: 046785

N. K. Mittal & Associates MUMBAI F.R. No: 113281W Chartered Accountants

For on behalf of board
For OM Metallogic Limited

Manish Sharma
Managing Director
DIN: 02494864

Seema Sharma
Director
DIN: 03641944

Tulsiram
Chief Financial Officer

Prachi Gupta
Company Secretary

Place: Mumbai
Date: 09th June, 2026

Place: Faridabad
Date: 09th June, 2026

Place: Faridabad
Date: 09th June, 2026

OM METALLOGIC LIMITED
(Formerly Known as OM Metallogic Private Limited)
(L28113HR2011PLC044569)
CASH FLOW STATEMENT FOR THE PERIOD ENDED 31st MARCH, 2026

(Rs. in Lakhs)

Particulars	As At 31st March 2026	As At 31st March 2025
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before taxation and extraodinary items	646.00	546.37
Adjustment for:		
Depreciation	28.99	28.51
Bad Debts Written Off	-	-
Gratuity Expenses	0.93	
Interest Expenses	(67.43)	90.06
Interest Income	-	-
Operating Profit before working capital changes	608.48	664.94
Adjustment for:		
(Increase)/ Decrease in Trade Receivable	310.80	(160.18)
(Increase)/ Decrease in Other Current Assets	-	-
(Increase)/ Decrease in Inventories	(1,740.04)	(388.34)
(Increase)/ Decrease in Short Term Loan & Advance	(243.29)	(49.28)
(Increase)/ Decrease in Other Current Liabilities	(89.64)	138.35
(Increase)/ Decrease in Short Term Provisions	-	-
(Increase)/ Decrease in Long Term Provisions	-	-
(Increase)/ Decrease in Other Long Term Advances	(4.07)	
(Increase)/ Decrease in Trade Payable	(187.09)	(13.00)
(Increase)/ Decrease in Defferred Tax Liability	-	-
Cash generated from/ used in operations	(1,344.85)	192.50
Direct Taxes paid	(6.32)	(17.97)
Cash Flow before extraordinary items	(1,351.17)	174.52
Extraordinary items. If any	-	-
Net Cash from/ used in operating activities	(1,351.17)	174.52
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets (Including Capital goods)	(121.22)	(6.46)
(Increase)/ Decrease in Current Investments	-	-
(Increase)/ Decrease in Non Current Investments		
Sale of Fixed Assets (Including Capital goods)	-	
(Increase)/ Decrease in Share Capital	-	
(Increase)/ Decrease in Share Application Money	-	
(Increase)/ Decrease in Fixed Deposit	-	
Liabilities Written Back		
Interest Income	-	
Net Cash From Investing Activities	(121.22)	(6.46)
CASH FLOW FROM FINANCING ACTIVITIES		
Issue of shares	259.84	
Premium on shares	1,974.78	
Share Issue Expenses	(165.47)	
(Increase)/ Decrease in Short Term Borrowings	(675.06)	(39.60)
(Increase)/ Decrease in Long Term Borrowings	64.84	(29.64)
Interest paid	67.43	(90.06)
Net Cash From Financing Activities	1,526.35	(159.31)
Net Increase/ (Decrease) in cash and cash equivalents	53.97	8.76
Cash and cash equivalents at the beginning of the year	39.38	30.62
Cash and cash equivalents at the End of the year	**93.34**	**39.38**

In terms of our report attached.
For N K Mittal & Associates
Chartered Accountants
Firm Registration Number: 113281W

CA (Dr.) N K Mittal
(Partner)
Membership Number: 046785

N. K. Mittal & Associates ★ MUMBAI F.R. No: 113281W ★ Chartered Accountants

Place: Mumbai
Date: 09th June, 2026

For on behalf of board
For Om Metallogic Limited

Manish Sharma
Managing Director
DIN: 02494864

Seema Sharma
Director
DIN: 03641944

Tulsiram
Chief Financial Officer

Place: Faridabad
Date: 09th June, 2026

Prachi Gupta
Company Secretary

Place: Faridabad
Date: 09th June, 2026

OM METALLOGIC LIMITED
(Formerly Know as OM Metallogic Private Limited)
(L28113HR2011PLC044569)
Summary of significant accounting policies and other explanatory information

(All amounts in ₹ except otherwise stated)

1 Company Background

OM Metallogic Limited (the 'Company') was incorporated on 14th December 2011 as a private limited company under the Companies Act, 1956. The Company is engaged in the business of Processing of Aluminium based Metal Scarp to Manufacture Aluminium Alloys in the form of Ingots. The Company has been converted into a public limited company on 26th June, 2023.

2 Summary of Significant Accounting Policies

A. Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014 (as amended) and Companies (Accounts Standards) Rules, 2016. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

B. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the management of the Company to make estimates and assumptions that affect the reported balances of assets, liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized. Significant estimates used by management in the preparation of these financial statements includes estimates of the economic useful lives of property, plant and equipment.

C. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be easily measured.

a) In case of revenue from contracts with customers, revenue is recognised as per the terms of contract. b)
In case of revenue from trading of products, revenue is recognized when all the risk and rewards are transferred to customers and invoice is raised.

Revenue earned in excess of billings done during the year are classified as unbilled revenue while billing in excess of revenue earned is classified as unearned revenue.

Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

D. Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Cost of an asset comprises of its purchase price and direct cost attributable to bringing the asset to its present condition for its intended use and borrowing cost on qualifying assets.
Leasehold improvements are depreciated on a straight line basis over the period of lease.

Advances paid towards acquisition of property, plant and equipment, outstanding at each balance sheet date are disclosed as capital advances.

The Management estimates the useful lives of the assets as per the indicative useful life prescribed in Schedule II to the Companies Act, 2013.

Block of assets	Estimated useful lives (years)	
	By management	Per schedule II
Plant & Machinery	15	15
Office Equipment	5	5
Computers	3	3
Furniture and fixtures	10	10

E. Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset are capitalized as part of the cost of that asset till the date of capitalization of qualifying asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

N. K. Mittal & Associates MUMBAI F.R. No. 113281W Chartered Accountants

F. Foreign currency transactions

Transactions denominated in foreign currencies are recorded at the exchange rates closely prevailing on the date of the transaction. At the year-end, all the monetary assets and liabilities denominated in foreign currencies are restated into rupee equivalents at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All exchange differences arising on such restatements are reflected in the Statement of Profit and Loss.

G. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

H. Employee benefits

(i) The Company contributes to the statutory provident fund of the Regional Provident Fund Commissioner, in accordance with the Employees' Provident Fund and Miscellaneous Provision Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.

(ii) Gratuity is a post employment benefit and is a defined benefit plan. The liability recognized in the Balance Sheet represents the present value of the defined benefit obligation at the Balance Sheet date less the fair value of plan assets (if any), together with adjustments for unrecognized past service costs. The Company's obligation in respect of the plan is provided for based on actuarial valuation carried out as at the Balance Sheet date by an independent actuary using the projected unit credit method. Actuarial gain or loss arising from experience adjustments and changes in actuarial assumptions are credited or charged to the Statement of Profit and Loss in the year in which such gain or loss arise.

(iii) All short term employee benefits are recorded as expenses. Short term employee benefits including salaries, non monetary benefits (such as medical care).

I. Tax expense

Tax expense comprises current tax and deferred tax at the applicable enacted or substantively enacted rates. Current tax represents the amount of income tax payable in respect of the taxable income for the reporting period. Tax liability has been computed being higher of Minimum Alternate Tax (MAT) and tax under normal provisions of Income-tax Act. MAT credit are being recognized that there is convincing evidence that the Company will pay normal tax. The excess tax paid under MAT provisions being over and above regular tax liability can be carried forward for a period of ten years from the year of recognition and is available for set off against future tax liabilities computed under regular tax provisions. Deferred tax represents the effect of timing difference between taxable income and accounting income for the reporting period that originates in one period and is capable of reversal in one or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only to the extent that there is virtual certainty that sufficient taxable income will be available to realize these assets. All other deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

J. Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturity of three months or less.

K. Impairment

At each Balance Sheet date, the Company reviews the carrying amounts of its assets to determine whether there is any indication of impairment based on internal or external factors. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risks specific to the asset. Reversal of impairment loss is recognized immediately as income in the Statement of Profit and Loss.



L. Leases

Leases where the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lower of the fair value of the leased assets at inception and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Lease rentals in respect of assets taken under operating leases are charged to statement of profit and loss on a straight line basis over the lease term unless other systematic basis is more representative of the time pattern of the benefit.

M. Contingent liabilities

The Company creates a provision where there is a present obligation as result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



OM METALLOGIC LIMITED

(Formerly Known as OM Metallogic Private Limited)

(L28113HR2011PLC044569)

Notes Forming Integral Part of the Financial Statement as at 31st March, 2026 (Rs. in Lakhs)

Note : 2 SHARE CAPITAL

Sr. No	Particulars	As at 31st March 2026		As at 31st March 2025	
		Number of Shares	Amount	Number of Shares	Amount
1	**AUTHORIZED CAPITAL**			-	-
	Equity Shares of Rs. 10/- each.	87,50,000	875.00	8,75,000	87.50
	Total	87,50,000	875.00	8,75,000	87.50
2	**ISSUED & SUBSCRIBED CAPITAL**				
	Equity Shares of Rs. 10/- each.	78,62,279	786.23	52,63,879	526.39
	Total	78,62,279	786.23	52,63,879	526.39
4	**SUBSCRIBED BUT NOT FULLY PAID UP CAPITAL**				
	To the Subscribers of the Memorandum	-	-	-	-
	Total	**78,62,279**	**786.23**	**52,63,879**	**526.39**

Note : 2.1 The Reconcilation of number of shares outstanding is set out as below

Sr. No	Particulars	As at 31st March 2026		As at 31st March 2025	
		Number of Shares	Amount	Number of Shares	Amount
	Opening Balance	52,63,879	526.39	52,63,879	526.39
	Issued during the year	25,98,400	259.84	-	-
	Issued during the year other than cash		-	-	-
	Equity Shares at the end of the Year	78,62,279	786.23	52,63,879	526.39

Note : 2.2 Terms/ rights attached to equity shares

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each Equity Shares carry one vote. Dividend if any will be declared in Indian Rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after the distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

During the year ended March 31, 2026, the Company has completed its Initial Public Offer (IPO) of 25,98,400 equity shares of face value of Rs.10/- each at an issue price of Rs. 86/- per share aggregating to Rs. 2,234.62 Lakh. The Equity Shares were listed on the SME BSE Limited on October 07, 2025.

Note : 2.3 Details of Shareholders holding more than 5% shares in the Company

Sr. No	Particulars	As at 31st March 2026		As at 31st March 2025	
		Number of Shares	%	Number of Shares	%
	Equity Shares				
1	Manish Sharma	46,46,800	59.10%	47,86,800	90.94%

Note : 2.4 Shareholding of Promoters & Promoters Group

Sr. No	Particulars	As at 31st March 2026		As at 31st March 2025	
		Number of Shares	%	Number of Shares	%
	Equity Shares				
1	Manish Sharma	46,46,800	59.10%	47,86,800	90.94%
2	Seema Sharma	12,000	0.15%	12,000	0.23%

Note : 2.5 % Change in shareholding of promoter group

		As at 31st March 2026		As at 31st March 2025	
1	Manish Sharma	46,46,800	-31.83%	47,86,800	0.00%
2	Seema Sharma	12,000	-0.08%	12,000	0.00%

N. K. Mittal & Associates ★ MUMBAI F.R. No: 113281W ★ Chartered Accountants

OM METALLOGIC LIMITED

(Formerly Known as OM Metallogic Private Limited)

(L28113HR2011PLC044569)

Notes Forming Integral Part of the Financial Statement as at 31st March, 2026 (Rs. in Lakhs)

Note : 3 RESERVE SURPLUS

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
(i)	**Reserve and Surplus shall be classified as:**		
a	Capital Reserve	-	-
b	Securities Premium Account		
	Balance at the beginning of the year	-	-
	Addition during the year	1,974.78	38.66
	Share Issue Expenses*	- 165.47	38.66
	Balance at the end of the year	1,809.32	-
c	Revaluation Reserve	-	-
d	General Reserve	-	-
e	Other Reserves	-	-
f	Surplus/ (Deficit) in Profit & Loss Account		
	Balance at the beginning of the year	652.13	241.29
	Add: Profit for the year	471.48	410.83
		1,123.61	652.12
	Less : Appropriations		
	Issue of Bonus Shares to shareholders	-	-
	Proposed Dividend	-	-
	Taxes	-	-
		-	-
	Balance at the end of the year	1,123.61	652.12
			-
	Total	**2,932.93**	**652.12**

(ii) Debit Balance of statement of profit & Loss shall be shown as a negative figure under the head "Surplus". Similarly, the balance of Reserve and Surplus, after adjusting negative balance of surplus, if any, shall be shown under the head "Reserve and Surplus" even if the resulting figure is in the negative.

** Refer Note No.34*

Note : 4 LONG TERM BORROWINGS.

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
	Long Term Borrowings shall be classified as:		
a	Term Loan		
	- From Bank (Secured)	-	1.72
b	Loans From Related Party		
	Unsecured		
	- From Directors	169.50	102.94
	- From Relatives	55.10	55.10
c	Other Loans & Advances (Unsecured)	-	-
	In case of continuing default as on the balance sheet date in repayment of loans and interest.		
1	Period of Default		
2	Amount		
	Total	**224.61**	**159.77**

Unsecured Loans :

1. Received from Directors and Relatives of Director to the company, the terms and condition of repayment od principal and payment of interest are not specified. Hence, the same is considered as long-term and interest-free.

Note : 5 DEFFERED TAX LIABILITIES / ASSETS

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
(a)	Deferred tax Liabilties	-	-
(b)	Deferred tax Assets	3.50	2.43
	Deferred Tax Liabilities / Assets (Net) **Total**	**3.50**	**2.43**

Note : 6 OTHER LONG TERM LIABILITIES

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
	Other Long Term Liabilities shall be classified as:		
(a)	Trade Payables:		
	(i) Acceptances	-	-
	(ii) Advance to debtors	-	-
(b)	Others:	-	-
	Total	-	-

N. K. Mittal & Associates MUMBAI F.R. No: 113281W Chartered Accountants

OM METALLOGIC LIMITED

(Formerly Known as OM Metallogic Private Limited)

(L28113HR2011PLC044569)

Notes Forming Integral Part of the Financial Statement as at 31st March, 2026 (Rs. in Lakhs)

Note : 7 LONG TERM PROVISIONS

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
(a)	Provision for employee benefits: Gratuity*	0.77	-
(b)	Provision - Others:	-	-
	Total	**0.77**	**-**

** Refer Note No 36*

Note : 8 SHORT TERM BORROWINGS

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
(a)	Loan Repayable on Demand		
	From banks		
	Cash Credit	198.37	829.13
	ECLGS	-	40.01
(b)	Other loans and advances		
	In case of continuing default as on the balance sheet date in repayment of loans and interest.		
1	Period of Default		
2	Amount	-	-
(c)	Current maturities of long-term debt	1.72	6.01
	Total	200.09	875.16

Secured Loans :

1. The company has availed Cash Credit of INR 300.00 lakhs at ROI of 9.50 % from Axis Bank against the hypothecation of stock & book debts and Equitable Mortgage of House 1774 along with personal Guarantee of Manish Sharma, Seema sharma, Satish Gaur & Ashish Gaur.

2. The company has availed Vehicle Loan of INR 21.61 lakhs at the ROI 7.55% from Axis Bank against the Hypothecation of Vehicle repayable in 61 EMI of INR 0.43 Lakhs

Note : 9 TRADE PAYABLE

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
(a)	Micro, Small and Medium Enterprises	-	-
(b)	Others for Services*	211.45	398.54
	Total	**211.45**	**398.54**

Note : 9.1 Trade Payables aging schedule as at 31st March, 26

Particulars	Not Due	Outstanding for following periods from due date of Payments				
		Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	211.45	-	-	-	211.45
(iii) Disputed Dues	-	-	-	-	-	-
(iv) Undisputed Dues	-	-	-	-	-	-

Note : 9.2 Trade Payables aging schedule as at 31st March, 2025

Particulars	Not Due	Outstanding for following periods from due date of Payments				
		Less than 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
(i) MSME	-	-		-	-	-
(ii) Others	-	398.54	-	-	-	398.54
(iii) Disputed Dues	-	-	-	-	-	-
(iv) Undisputed Dues	-	-	-	-	-	-

N. K. Mittal & Associates MUMBAI F.R. No: 113281W Chartered Accountants

OM METALLOGIC LIMITED

(Formerly Known as OM Metallogic Private Limited)

(L28113HR2011PLC044569)

Notes Forming Integral Part of the Financial Statement as at 31st March, 2026 (Rs. in Lakhs)

Note : 10 OTHER CURRENT LIABILITIES

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
(a)	Interest accrued and due on borrowings	-	-
(b)	Other payables	-	-
	(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, TDS, GST etc.)	133.02	165.46
	(ii) Payable Employee/Directors	24.60	7.97
	(iii) Trade / security deposits received	-	-
	(iv) Advances from customers	-	73.83
	(v) Others - Professional Tax	-	-
	(vi) Others -	-	-
		-	
	Total	**157.62**	**247.26**

Notes : 11 SHORT TERM PROVISIONS

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
(a)	Provision for employee benefits:		
	(i) Provision for Gratuity*	0.16	
	(ii) Provision for compensated absences	-	-
(b)	Provision - Others:		
	(i) Provision for taxes		
	GST Payable		-
	Income tax Provision	407.80	238.54
	TDS		
	(ii) Provision - others		
	Audit Fees Payable		
	Outstanding exp payable		
	Director remuneration & Salaries Payable		
	Total	**407.97**	**238.54**

**Refer Note No 36*

N. K. Mittal & Associates MUMBAI F.R. No. 113281W Chartered Accountants

OM METALLOGIC LIMITED

(Formerly Known as OM Metallogic Private Limited)

(L28113HR2011PLC044569)

Notes Forming Integral Part of the Financial Statement as at 31st March, 2026

Note : 12 PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(Rs. In lakhs)

Sr. No	Particulars	GROSS BLOCK-COST / BOOK VALUE				DEPRECIATION / AMORTISATION				NET BLOCK	
		Value as on 01.04.2025	Additions	Disposal	Value as on 31.03.2026	Value as on 01.04.2025	Eliminated on disposal of assets	Depreciation for the year	Value as on 31.03.2026	As on 31.03.2026	As on 31.03.2025
A	**Tangible Assets**										
	Air Conditioner	1.91	-	-	1.91	1.48	-	0.10	1.57	0.33	0.43
	Plant & Machinery	155.48	111.40	-	266.88	67.11	-	21.65	88.76	178.12	88.37
	Generator	6.70		-	6.70	3.40	-	0.21	3.61	3.09	3.30
	Office Equipment	5.32	1.28	-	6.60	3.41	-	1.18	4.59	2.01	1.91
	Tools & Dies	0.31		-	0.31	0.26	-	-	0.26	0.05	0.05
	Computer	2.46		-	2.46	2.05	-	0.20	2.24	0.22	0.42
	Furniture	2.47	8.54	-	11.01	1.47	-	1.21	2.68	8.33	1.00
	Vehicles	56.45	-	-	56.45	38.92	-	4.25	43.17	13.28	17.53
	Industrial Shed	3.80	-	-	3.80	1.65	-	0.20	1.85	1.95	2.15
	SUB TOTAL (A)	234.90	121.22	-	356.12	119.75	-	28.99	148.74	207.39	115.15
B	**Intangible Assets**	-	-	-	-	-	-	-	-	-	-
	SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-

N. K. Mittal & Associates
MUMBAI
F.R. No: 113281W
Chartered Accountants

OM METALLOGIC LIMITED

(Formerly Known as OM Metallogic Private Limited)

(L28113HR2011PLC044569)

Notes Forming Integral Part of the Financial Statement as at 31st March, 2026

(Rs in Lakhs)

Note : 13 NON CURRENT INVESTMENTS

Sr. No	Particulars	As at 31st March 2026			As at 31st March 2025		
		Quoted	Unquoted	Total	Quoted	Unquoted	Total
	Investments (At cost):	-	-	-	-	-	-
	Total (A)	-	-	-	-	-	-

Note : 14 LONG TERM LOANS AND ADVANCES

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
(a)	Capital Advances	-	-
(b)	Security Deposit *	4.42	0.35
(c)	Loans and advances to Related party - Unsecured	-	-
(d)	Advance income tax - Unsecured, considered good	-	-
(e)	Other Loans & Advances	-	-
	Total	4.42	0.35

** Security Deposit given in the normal course of business realisable after twelve months for the reporting period.*

a) Loans and advances to promoters, Directors, KMP's and related party

Loans or Advances in the nature of loans granted to promoters, Directors, KMPs and the related parties (as defined under the Companies Act, 2013) either severally or jointly with any other person that are :

	As at 31st March 2026		As at 31st March 2025	
Type of Borrower	Outstanding Loans	% to (A)	Outstanding Loans	% to (A)
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-
Total Loans and Advances to Promoters, Directors, KMP and Related Parties	-		-	
Total Loans and Advances in the nature of Loans & Advances (A)	4.42		0.35	

Note : 15 OTHER NON CURRENT ASSETS

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
(a)	Long Term Trade Recievables	-	-
(b)	Fixed Deposits With Axis Bank	-	-
(c)	Others	-	-
	Total	-	-

Note :16 CURRENT INVESTMENTS

Sr. No	Particulars	As at 31st March 2026			As at 31st March 2025		
		Quoted	Unquoted	Total	Quoted	Unquoted	Total
	Current portion of long-term investments (At cost)						
	a) Investment in Shares / Mutual Fund	-	-	-	-	-	-
	b) Short Term Income Fund	-	-	-	-	-	-
	c) Fixed Deposit	-					
	Total - Current investments	-	-	-	-	-	-

Note : 17 INVENTORIES

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
1	Raw Material	3,094.24	1,336.21
2	Work-in-Progress	123.32	158.86
3	Finished Goods	87.80	70.25
4	Stock-in-Trade	-	-
5	Stores & Spares	-	-
6	Loose Tools	-	-
	Total	3,305.36	1,565.32

Note: Details of inventory of work-in-progress

Particulars	As at 31st March 2026	As at 31st March 2025
Product Name	-	-
Product Name	-	-
Other items	-	-

N. K. Mittal & Associates MUMBAI F.R. No. 113281W Chartered Accountants

OM METALLOGIC LIMITED
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Notes Forming Integral Part of the Financial Statement as at 31st March, 2026 (Rs in Lakhs)

Note : 18 TRADE RECEIVABLE

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
1	Receivable from Related Parties	-	-
	Secured, considered good	-	
	Unsecured, considered good	-	-
	Doubtful	-	-
	Less: Provision for doubtful advances		
2	Other trade receivables		
	Secured, considered good*		
	Unsecured, considered good	1,000.01	1,310.81
	Doubtful	-	-
	Less: Provision for doubtful advances	-	-
	Total	1,000.01	1,310.81

Note : 18.1 Trade Receivables aging schedule as at 31st March, 2026

Particulars	Unbilled (If grouped under Trade Receivables)	Not Due	Outstanding for following periods from due date of Payments					
			Less than 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables — considered good	-	-	663.53	157.14	-	-	-	820.68
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	87.37	-	-	87.37
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	91.96	91.96
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-	-

Note : 18.2 Trade Receivables aging schedule as at 31st March, 2025

Particulars	Unbilled (If grouped under Trade Receivables)	Not Due	Outstanding for following periods from due date of Payments					
			Less than 6 Months	6 Months to 1 Year	1 to 2 Years	2 to 3 Years	More than 3 Years	Total
(i) Undisputed Trade receivables — considered good	-	-	1,116.77	5.00	-	-	-	1,121.78
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	97.08	-	-	-	97.08
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-	91.96	91.96
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-	-	-

Note : 19 CASH AND CASH EQUIVALENT

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
(a)	Cash in hand	91.07	38.76
	(Certified by Management)		
(b)	Balance with Bank	2.27	0.62
	Total	93.34	39.38
	Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is		

Note :20 SHORT TERMS LOANS AND ADVANCES

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
(a)	Advances paid to vendors	292.49	45.83
(b)	Loan and Advances	15.14	18.51
(C)	Loans and advances to employees	-	
(d)	Prepaid expenses	-	
(e)	Balances with government authorities Unsecured, considered good	-	
	(i) CENVAT credit receivable	-	
	(ii) VAT credit receivable	-	
	(iii) Service Tax credit receivable	-	
(f)	TDS Receivable & Advance / Self Assessment Taxes Paid	-	-
(g)	Security Deposit	-	-
	Total	307.63	64.33

Note :21 OTHER CURRENT ASSETS

Sr. No	Particulars	As at 31st March 2026	As at 31st March 2025
(a)	Unbilled revenue	-	-
(b)	Unamortised expenses		
(c)	Accrued Interest on Bank Fixed Deposits		-
(d)	Others		-
	(i) Insurance claims		
	(ii) Receivables on sale of fixed assets		
	(iii) Preliminery Expenses		-
		-	-

N. K. Mittal & Associates MUMBAI F.R. No: 113281W Chartered Accountants

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(Rs. in Lakhs)

Note : 22 REVENUE FROM OPERATIONS

Sr. No	Particulars	For the period ended 31st March 2026	For the period ended 31st March 2025
1	Sale of Goods	7,513.03	5,999.62
2	Sale of Services	-	-
	Total	**7,513.03**	**5,999.62**

Note : 23 OTHER INCOME

Sr. No	Particulars	For the period ended 31st March 2026	For the period ended 31st March 2025
(a)	Rebate & Discount Received	48.78	41.27
(b)	Freight Received	1.84	-
	Total	**50.62**	**41.27**

Note : 24 COST OF MATERIAL CONSUMED

Sr. No	Particulars	For the period ended 31st March 2026	For the period ended 31st March 2025
	Opening stock	1,336.21	1,065.90
	Add: Purchases	8091.51	5349.76
		9,427.73	6,415.65
	Add:-Direct Expenses	-	-
		9,427.73	6,415.65
	Less: Closing stock	3,094.24	1336.21
	Total	**6,333.49**	**5,079.44**

Note : 25 PURCHASE OF TRADED GOODS

Sr. No	Particulars	For the period ended 31st March 2026	For the period ended 31st March 2025
1	Purchase of Goods	-	
2	Purchase of Services	-	-
	Total	**-**	**-**

Note : 26 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN- PROGRESS AND STOCK-IN-TRADE

Sr. No	Particulars	For the period ended 31st March 2026	For the period ended 31st March 2025
	Inventories at the end of the year: (Transit)		
	Finished goods	87.80	70.25
	Work-in-progress	123.32	158.86
	Stock-in-trade	-	-
		211.12	229.11
	Inventories at the beginning of the year: (Transit)		
	Finished goods	70.25	59.96
	Work-in-progress	158.86	51.13
	Stock-in-trade	-	-
		229.11	111.09
	Net (increase) / decrease	**17.99**	**- 118.02**

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Notes Forming Part of the Financial Statements as at 31st March, 2026

(Rs. in Lakhs)

Note : 27 EMPLOYMENT BENEFIT EXPENSES

Sr. No	Particulars	For the period ended 31st March 2026	For the period ended 31st March 2025
1	Salaries and wages	53.06	55.49
2	Contributions to provident and other funds	0.47	0.43
3	Director Remuneration & Fees	15.00	15.00
4	Gratuity Expenses*	0.93	-
5	Staff welfare expenses	0.53	3.74
	Total	**69.99**	**74.66**

** Refer Note No 36*

Note :28 FINANCIAL COST

Sr. No	Particulars	For the period ended 31st March 2026	For the period ended 31st March 2025
(a)	Interest expense on:		
	(i) Borrowings	67.43	90.06
	(ii) Trade payables	-	-
	(iii) Others(Bank Interest)	-	-
	- Interest on delayed / deferred payment of income tax	-	-
	- Others (give details)	-	-
(b)	Other borrowing costs - Loan Processing Charges	-	-
(c)	Bank Charges	1.05	2.09
(d)	Net (gain) / loss on	-	-
	Total	**68.48**	**92.15**

Note : 29 DEPRECIATION AND AMORTISED COST

Sr. No	Particulars	For the period ended 31st March 2026	For the period ended 31st March 2025
1	Depreciation	28.99	28.51
2	Preliminary Expenses W/O	-	-
	Total	**28.99**	**28.51**

Note : 30 OTHER EXPENSES

Sr. No	Particulars	For the period ended 31st March 2026	For the period ended 31st March 2025
	Direct Expenses		
1	Power, Fuel & Consumables Expenses	193.40	136.21
2	Electricity Expenses	8.00	6.61
3	Labour Charges (Contractor)	71.00	26.96
4	Water Charges	1.00	0.26
5	Repairs & Maintenance	10.54	8.51
6	Rent, Rate & Taxes	7.20	7.20
7	Weightment Charges	0.80	1.39
	Indirect Expenses		
1	Audit Fees	2.60	3.85
2	Brokrage and Commission	-	3.83
3	Bad Debts	5.71	-
4	Depository Payment	1.96	0.45
5	Director Sitting Fees	2.16	1.50
6	Discount to Customer	-	35.12
7	Freight & Cartage Expenses	21.65	37.82
8	Insurance	1.65	0.82
9	Interest on Statutory dues	0.82	-
10	Legal Fees & Professional Fees	33.93	19.37
11	Fees & Taxes	0.03	0.13
12	Office Expenses	2.02	12.16
13	Packing Expenses	2.27	8.03
14	Printing & Stationary	0.17	1.60
15	Repair & Maintenance Expenses	2.19	8.18
16	Office Rent	2.84	1.76
17	Provision for Bad Debts	9.71	-
18	ROC Expenses	0.61	1.32
19	Security Expenses	6.23	5.47
20	Statutory Remitance	0.49	-
21	Software Expenses	0.12	-
22	Telephone, Mobile & Internet Expenses	0.57	0.86
23	Traveling & Conveyance Expenses	-	8.35
	Total	**389.69**	**337.78**

N. K. Mittal & Associates MUMBAI F.R. No: 113281W Chartered Accountants

31 Event occuring after the Balance Sheet Date

There were no events occurring after the Balance Sheet date requiring adjustment to the financial statements under Accounting Standard (AS) 4. Certain events occurring after the reporting date provided additional evidence of conditions existing as at the Balance Sheet date and have been appropriately considered while preparing these financial statements. Further, there were no material non-adjusting events requiring separate disclosure.

32 In the opinion of the Board of Directors, the Current Assets, Loans and Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the financial statements. The provision for all known liabilities is adequate and not in excess of the amount considered reasonably necessary.

33 Earning Per Share (EPS)

a) Basic and Diluted EPS **(Rs.in Lakhs)**

Particulars	As at 31st March, 2026	As at 31st March, 2025
(i) Net Profit after taxes as per statement of profit & loss attributable to Equity Shareholders	471.48	410.83
(ii) Weighted average number of equity shares used as denominator for calculating EPS	65,09,687	52,63,879
(iii) Basic & diluted	7.24	7.80
(iv) Face Value per Share in Rupees	10.00	10.00

34 Share Issue Expenses

During the year, the Company has incurred expenses of ₹ 165.47 lakhs in connection with the issue of Initial Public Offer. In accordance with the provisions of Section 52(2) of the Companies Act, 2013, these expenses have been adjusted against the balance of Securities Premium Account.

35 Segment Information

The Company is primarily engaged in business of Processing of Aluminium based Metal Scarp to Manufacture Aluminium Alloys in the form of Ingots, which constitutes a single reportable business segment in accordance with Accounting Standard (AS) 17 – Segment Reporting. Accordingly, separate segment information is not required to be disclosed.

36 Employee Benefits- Gratuity

The Company operates an unfunded defined benefit gratuity plan for its eligible employees in accordance with the Payment of Gratuity Act, 1972. The gratuity liability has been determined on the basis of an actuarial valuation carried out as at the Balance Sheet date using the Projected Unit Credit Method in accordance with Accounting Standard (AS) 15 (Revised 2005), "Employee Benefits".

A. Reconciliation of Present Value of Defined Benefit Obligation

(Rs. in Lakhs)

Particulars	As at 31st March, 2026
Opening Defined Benefit Obligation	-
Current Service Cost	0.93
Interest Cost	-
Actuarial (Gain)/ Loss	-
Benefits Paid	-
Past Service Cost	-
Net Liability recognised in Balance sheet	0.93

B. Amount Recognised in Profit & Loss Account

Particulars	As at 31st March, 2026
Current Service Cost	0.93
Interest Cost	-
Expected Return on Plan Assets	-
Past Service Cost	-
Actuarial (Gain)/Loss	-
Total Expense recognised in Profit & Loss	0.93

N. K. Mittal & Associates ★ MUMBAI F.R. No: 113281W ★ Chartered Accountants

C. Current / Non-Current Bifurcation of Liability

Particulars	As at 31st March, 2026
Current Portion of Defined Benefit Obligation	0.16
Non-Current Portion of Defined Benfit Obligation	0.77
Total Defined Benefit Obligation	0.93

D. Actuarial Assumptions

Particulars	As at 31st March, 2026
Discount Rate	7.57% p.a
Salary Escalation Rate	8.00% p.a
Attrition Rate	10.00%
Retirement Age	58 years
Mortality Table	IALM (2012-14) Ultimate

37 Contingent Liabilities & Commitment

(Rs. In Lakhs)

Claims against the Company not acknowledged as debt	As at 31.03.2026
Disputed VAT and CST demands	140.53
Disputed Goods and Service tax Demands	1,364.20

38 Micro and Small Enterprises

Particulars	As at 31st March 2026	As at 31st March, 2025
Amount due to vendor	-	-
a) the principal amount and the interest due thereon	-	-
b) the amount of interest paid	-	-
c) the amount of interest due and payable	-	-
d) the amount of interest accured and remaining unpaid	-	-
e) the amount further interest remaining due and payable	-	-

39 Other statutory information

i) The Company has not traded or invested in crypto currency or virtual currency during the year.

ii) The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

iii) There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.

iv) The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
(b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries

vii) The Company has not been declared wilful defaulter by any banks / financial institution or government or any government authority.

viii) The Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets during the current year or previous year.

ix) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.



x) The Company has not obtained any term loans from banks and financial institution during the year.
xi) The Company does not have any transactions and outstanding balances during the current as well previous year with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

40 Related Party : As per Annexure "A"

41 Ratios : As per Annexure "B"

42 Figures of the previous year have been regroupedm reclassified and/or rearranged whenever necessary to compare with the figures of the current year.

Signatures to Notes 1 to 42

As per our report of even date

For N K Mittal & Associates
Chartered Accountants
Firm Registration Number: 113281W

CA (Dr.) N K Mittal
(Partner)
Membership Number: 046785

N. K. Mittal & Associates MUMBAI F.R. No: 113281W Chartered Accountants

For and on behalf of the Board of Directors
For on behalf of board

Manish Sharma
Managing Director
DIN: 02494864

Seema Sharma
Director
DIN: 03641944

Tulsiram
Chief Financial Officer

Prachi Gupta
Company Secretary

Place: Mumbai
Date: 09th June, 2026

Place: Faridabad
Date: 09th June, 2026

OM METALLOGIC LIMITED
(Formerly Known as OM Metallogic Private Limited)

Annexure A- Related Party transactions.

List of Related Party, as disclosed by Management:-

Key Managerial Persons(KMP)	Manish Sharma- Managing Director
	Seema Sharma- Whole Time Director
	Tulsiram- CFO w.e.f 23.04.2025
	Hoshyar Sharma- CFO -upto 15.04.2025
	Ram Kishan- CFO upto 31.05.2024
	Prachi Gupta- Company Secretary w.e.f 01.08.2024
	Vaibhav Sharma- Company Secretary upto 18.05.2024
	Kritika Gupta- Independent Director-upto 11.06.2025
	Suryakant Gupta- Independent Director--upto 20.06.2025
	Piyush Kesarwani- Independent Director-upto 11.06.2025
	Kajal Garg- Independent Director-w.e.f-28.05.2025
	Deepali Sehgal Kulshresthai-w.e.f-12.06.2025
	Shri Neeraj Bajaj- Independent Director-w.e.f-12.06.2025
Entities in which KMP and Relatives of KMP are Interested	1. M/s Bhagwan Fuels
	2. M/s R.B.B.C Metal Co
	3. Vidya Filling
Relatives of Director's	Aashish Gaur
	Satish Gaur

Transaction with Key Managerial Persons and their Relatives		(Rs in Lakhs)
Particulars	**31.03.26**	**31.03.25**
Part A : Transaction during the year/period		
Borrowings Received:		
Manish Sharma	321.28	64.88
Seema Sharma	11.50	
Borrowings Repaid		
Manish Sharma	265.91	68.54
Aashish Gaur	-	14.97
Managerial Remuneration		
Manish Sharma	9.00	9.00
Seema Sharma	6.00	6.00
Salary paid		
Tulsi Ram	6.27	-
Ram kishan	-	0.88
Vaibhav Sharma	-	0.86
Hoshyar Sharma	-	2.92
Prachi Gupta	7.20	4.41
Sitting Fees		
Piyush Kesarwani	-	0.60
Neeraj bajaj	0.45	-
Deepali Sehgal	0.45	-
Kajal garg	0.45	-
Kritika Gupta	-	0.60
Surya Kant Gupta	0.81	0.30

N.K. Mittal & Associates MUMBAI F.R. No. 113281W Chartered Accountants

(Rs. In lakhs)

Particulars	31.03.26	31.03.25
Power & Fuels:		
Bhagwan Fuels- Creditors	35.06	2.11
Purchase:		
R.B.B.C Metal Co	-	66.52
Closing balances at the end of year / period:		
Loans & Advances Receivable:		
Seema Sharma	-	0.31
Advance to supplier		
R.B.B.C Metal Co	5.40	-
Expenses Payable		
Director Remuneration	10.49	1.49
Sitting Fees Payable		
Kritika Gupta	-	0.54
Surya Kant Gupta	-	0.27
Salary Payable		
Tulsi ram	1.72	-
Hoshyar Sharma	-	0.35
Prachi Gupta	0.60	0.60
Creditors		
R.B.B.C Metal Co	-	74.03
Long-Term Borrowings:		
Manish Sharma	158.31	102.94
Seema Sharma	11.19	-
Satish Gaur (Vidya Filling)	55.10	55.10

N. K. Mittal & Associates
MUMBAI
F.R. No: 113281W
Chartered Accountants

OM METALLOGIC LIMITED
(Formerluy Known as OM Metallogic Private Limited)
(L28113HR2011PLC044569)

Notes forming part of the financial statements

Annexure "B"

Financial Ratio

Particulars	As at 31 March, 2026	As at 31 March, 2025	Changes	Reason for change in the ratio by more than 25% in 2025-26 & 2024-25.
(a) Current Ratio	4.82	1.69	184.40%	Increase in ratio is mainly due to increase in current assets, particularly inventories and other current assets, during the year.
(b) Debt-Equity Ratio	0.11	0.88	-87.00%	Decrease in ratio is mainly due to repayment of borrowings and increase in shareholders' equity during the year.
(c) Debt Service Coverage Ratio	8.23	5.53	48.71%	Increase in ratio is mainly due to improvement in earnings available for debt servicing and reduction in debt repayment obligations during the year.
(d) Return on Equity Ratio	0.19	0.42	-54.40%	Decrease in ratio is mainly due to substantial increase in shareholders' equity pursuant to issue of equity shares during the year.
(e) Inventory turnover ratio	2.60	3.70	-29.80%	Decrease in ratio is mainly due to higher average inventory maintained during the year.
(f) Trade Receivables turnover ratio	6.50	4.87	33.39%	Increase in ratio is mainly due to improvement in collection from customers during the year.
(g) Trade payables turnover ratio	26.53	13.21	100.86%	Increase in ratio is mainly due to faster payment to suppliers and consequent reduction in average trade payables.
(h) Net capital turnover ratio	3.04	5.88	-48.34%	Decrease in ratio is mainly due to increase in working capital during the year.
(i) Net profit ratio	6.28%	6.85%	-8.35%	NA
(j) Return on Capital employed	0.18	0.48	-62.04%	Decrease in ratio is mainly due to substantial increase in capital employed pursuant to issue of equity shares during the year.
(K) Return on Investment	NA	NA	NA	NA

N. K. Mittal & Associates
MUMBAI
F.R. No: 113281W
Chartered Accountants

Note No	Ratio Analysis	Numerator	31-03-2026 Rs in lakhs	31-03-2025 Rs in lakhs	Denominator	31-03-2026 Rs in lakhs	31-03-2025 Rs in lakhs	31-03-2026	31-03-2025
1.00	Current Ratio	Current Assets			Current Liabilities				
		Inventories	3,305.36	1,565.32	Short-term borrowings	200.09	875.16		
		Trade Receivables	1,000.01	1,310.81	Trade payables	211.45	398.54		
		Cash and Bank balances	93.34	39.38	Other current liabilities	157.62	247.26		
		Short-term loans and advances	307.63	64.33	Short-term provisions	407.97	238.54		
		Other current assets	-	-	Any other current liabilities	-	-		
			4,706.34	2,979.85		977.13	1,759.50	4.82	1.69
2.00	Debt Equity Ratio	Total Liabilities			Shareholder's Equity				
		Total Outside Liabilities	424.70	1,034.93	Total Shareholders Equity	3,719.15	1,178.51	0.11	0.88
3.00	Debt Service Coverage Ratio	Net Operating Income*			Debt Service				
		Net Profit after tax + non-cash operating expenses like depreciation and other amortizations + Interest+other adjustments like loss on sale of fixed assets, etc.	568.95	531.49	Current Debt Obligation (Interest & Lease payment+ Principal Repayment.	69.16	96.07	8.23	5.53
4.00	Return on Equity Ratio	Profit for the period			Avg. Shareholders Equity				
		Net Profit after taxes - preference dividend (if any)	471.48	410.83	(Beginning shareholders' equity + Ending shareholders' equity) ÷ 2	2,448.83	973.09	0.19	0.42
5.00	Inventory Turnover Ratio	Cost of Goods sold			Average Inventory				
		(Opening Stock + Purchases) - Closing Stock	6,333.49	5,079.44	(Opening Stock + Closing Stock)/2	2,435.34	1,371.16	2.60	3.70
6.00	Trade Receivables' Turnover Ratio	Net Credit Sales			Average Trade Receivables				
		Credit Sales	7,513.03	5,999.62	(Beginning Trade Receivables + Ending Trade Receivables) / 2	1,155.41	1,230.73	6.50	4.87
7.00	Trade Payables Turnover Ratio	Total Purchases			Average Trade Payables				
		Annual Net Credit Purchases	8,091.51	5,349.76	(Beginning Trade Payables + Ending Trade Payables) / 2	304.99	405.04	26.53	13.21
8.00	Net Capital Turnover Ratio	Net Sales			Average Working Capital				
		Total Sales - Sales Return	7,513.03	5,999.62	Current Assets - Current Liabilities	2,474.78	1,020.89	3.04	5.88
9.00	Net Profit Ratio	Net Profit			Net Sales				
		Profit After Tax	471.48	410.83	Sales	7,513.03	5,999.62	0.06	0.07
10.00	Return on Capital employed	EBIT*			Capital Employed *				
		Profit before Interest and Taxes	714.48	638.52	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	3,944.53	1,338.28	0.18	0.48
11.00	Return on Investment	Return/Profit/Earnings			Investment **				

** Excluding Processing Fees*



FINANCIAL INFORMATION

Accounting Ratios

The following table presents certain accounting and other ratios derived from our audited standalone financial statements included in the section titled "Financial Information" beginning on page 101 of this Draft Letter of Offer.

Accounting Ratios (Standalone)

Amount in Rs. Lakhs Except EPS and NAV

Particulars	Year ended March 31, 2026	Year ended March 31, 2025	Year ended March 31, 2024
Earnings Per Share			
(a) Basic Earnings Per Share (after extraordinary items) (in Rs.)	7.24	7.80	4.30
(b) Diluted Earnings Per Share (after extraordinary items) (In Rs.)	7.24	7.80	4.30
Return on Net Worth (after extraordinary items and excluding Revaluation reserves) (%)	12.68%	34.96%	28.92%
Net Asset Value / Book Value per Equity Share each	47.30	22.38	14.56
EBITDA (Rs. in Lakhs)	692.85	623.67	372.84

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

GOVERNMENT AND OTHER APPROVALS

Our Company is required to comply with the provisions of various laws and regulations and obtain approvals, registrations, permits and licenses under them for conducting our operations. The requirement for approvals may vary based on factors such as the activity being carried out and the legal requirements in the jurisdiction in which we are operating. Further, our obligation to obtain and renew such approvals arises periodically and applications for such approvals are made at the appropriate stage. Our Company has obtained all material consents, licenses, permissions and approvals from governmental and regulatory authorities that are required for carrying on our present business activities. In the event, some of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we will apply for their renewal, from time to time. As on the date of this Draft Letter of Offer, there are no pending material approvals required for our Company or any of our Subsidiaries, to conduct our existing business and operations.

MATERIAL PENDING GOVERNMENT AND REGULATORY APPROVALS PERTAINING TO THE OBJECTS OF THE ISSUE

As on the date of this Draft Letter of Offer, there are no material pending government and regulatory approvals pertaining to the Objects of the Issue.

MATERIAL DEVELOPMENTS

Except as disclosed in this Draft Letter of Offer, there have been no material developments since the date of the latest audited financial statements of the Company, which materially or adversely affect or are likely to affect: (a) the operations or the profitability of the Company; or (b) the value of its assets; or (c) its ability to pay its liabilities in the next 12 months; or (d) its performance and prospects except for the matters disclosed in this DLOF, including the proposed rights issue.

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OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution of the Board of Directors of our Company passed at their meeting held on 10th August, 2026, pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

Our Board in its meeting held on 10th August, 2026 has approved to issue upto [•] Equity Shares to the Eligible Equity Shareholders on Rights Issue basis and then after Rights Issue Committee (authorized by Board) in their meeting held on [•] approved issue of Equity Shares on Rights Issue basis at Rs. [•] per Equity Share, in the ratio of [•] Rights Shares for every [•] Fully Paid-up Equity Shares as held by Eligible Equity Shareholders on the Record Date i.e. [•]. The Issue Price of [•] per Equity Share has been arrived at prior to determination of the Record Date i.e. [•].

This Draft Letter of Offer has been approved by our Board of Directors, at meeting held on 10th August, 2026.

Our Company has received "In-Principle Approval" for listing of the Rights Shares to be Allotted pursuant to Regulation 28 of SEBI Listing Regulations, vide letter bearing reference number [•] dated [•] issued by BSE Limited. Our Company will also make applications to BSE to obtain their trading approval for the Rights Entitlements as required under the SEBI Rights Issue Circulars.

Our Company has been allotted the ISIN [•] for the Rights Entitlements to be credited to the respective Demat accounts of the Equity Shareholders of our Company. For details, see "Terms of the Issue" beginning on page 99 of the Letter of Offer.

PROHIBITION BY SEBI OR RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, Promoter, Directors and persons in control of our Company have not been and are not debarred and are not prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/ court as on the date of this Draft Letter of Offer.

None of the companies with which our Promoter or our Directors are associated with as promoter or directors have been debarred from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

Neither our Promoter nor any of our directors, have been declared a Willful Defaulter or Fraudulent Borrower or Fugitive Economic Offender as defined under SEBI (ICDR) Regulations.

As on the date of this Draft Letter of Offer, our Equity Shares are not suspended from trading.

PROHIBITION BY RBI

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on SME Platform of the BSE Limited. Our Company is eligible to offer and issue Rights Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI (ICDR) Regulations;

Our Company is undertaking this Rights Issue in compliance with Part B of Schedule VI of the SEBI (ICDR) Regulations. Our Company undertakes to make an application to BSE Limited for listing of the Rights Shares to be issued pursuant to this Issue.

COMPLIANCE WITH COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company and our Promoters are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent it may be applicable to them as on date of this Draft Letter of Offer.

ELIGIBILITY FOR THE ISSUE

Our Company is a listed company incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on the BSE. Our Company is eligible to offer and issue Right Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI (ICDR) Regulations.

COMPLIANCE WITH REGULATIONS 61 AND 62 OF THE SEBI (ICDR) REGULATIONS

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company will make an application to the Stock Exchanges for receiving its in-principle approval for listing of the Equity Shares to be issued pursuant to this Issue. BSE is the Designated Stock Exchange for the Issue.

DISCLAIMER FROM OUR COMPANY, OUR DIRECTOR(S)

Our Company, our Directors accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in any advertisement or other material issued by our Company or by any other persons at the instance of our Company and anyone placing reliance on any other source of information would be doing so at their own risk.

Investors who invest in the Issue will be deemed to have represented to our Company and its officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares, and are relying on independent advice / evaluation as to their ability and quantum of investment in the Issue.

CAUTION

Our Company shall make all relevant information available to the Eligible Equity Shareholders in accordance with SEBI ICDR Regulations and no selective or additional information would be available for a section of the Eligible Equity Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Equity Shares and rights to purchase the Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

DISCLAIMER WITH RESPECT TO JURISDICTION

This Draft Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Haryan, India only

DESIGNATED STOCK EXCHANGE

The Designated Stock Exchange for the purpose of the Issue is BSE Limited ("BSE").

LISTING

Our Company will apply to BSE for final approval for the listing and trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

DISCLAIMER CLAUSE OF BSE

As required, a copy of this Draft Letter of Offer has been submitted to the BSE Limited. The Disclaimer Clause as shall be intimated by the BSE Limited to us, post-scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with BSE Limited.

SELLING RESTRICTIONS

This Draft Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Draft Letter of Offer is not to be reproduced or distributed to any other person.

The distribution of this Draft Letter of Offer/ Letter of Offer, Application Form and the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch this Draft Letter of Offer/ Letter of Offer, Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of this Draft Letter of Offer or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Draft Letter of Offer has been filed with SEBI and the Stock Exchanges.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Draft Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If this Draft Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Draft Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of this Draft Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THIS DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and this Draft Letter of Offer, Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of this Draft Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements,

it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations

Our Company reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed "Overseas Shareholders" to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

FILING

This Draft Letter of Offer is being filed with the Stock Exchange as per the provisions of the SEBI ICDR Regulations and Letter of Offer will be filed with SEBI for information and dissemination.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights Our Registrar and Share Transfer Agent. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer.

Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

Investors may contact the Registrar or our Company Secretary and Compliance Officer for any pre-Issue or post Issue related matter. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Equity Shares applied for, amount blocked (in case of ASBA process), ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see "*Terms of the Issue*" beginning on page 99. The contact details of Registrar to the Issue and our Company Secretary and Compliance Officer are as follows:

Investor Grievances arising out of this Issue

Investors may contact the Registrar to the Issue at:

Registrar to the Issue:

Skyline Financial Services Pvt. Ltd
D-153A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Tel No.: 011-40450193-197
Fax No.: 011-26812683
Website: www.skylinerta.com
E-mail ID: admin@skylinerta.com
Contact Person: Mr. Virender Rana
SEBI Registration No: INR000003241

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-Issue/post- Issue related matter such as non-receipt of letter of Allotment, credit of Rights Equity Shares, refund and such other matters. The contact details of the Compliance Officer are as follows:

Company Secretary and Compliance Officer

Ms. Prachi Gupta
Address: 281, New Friends Colony,
Shahjahanpur, Uttar Pradesh-242001
Contact Details: 0129-2989582;
Email-ID: info@ommetallogic.com

Other Confirmations

Our Company, in accordance with Regulation 79 of the SEBI ICDR Regulations, shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making an Application, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person for making an Application.

LISTING

Our Company will apply to BSE for final approval for the Listing and Trading of the Rights Equity Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof.

CONSENTS

Consents of our Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor of the Company, Bankers to the Company, Bankers to the Issue, Registrar to the

Company, Registrar to the Issue and Monitoring Agency to include their names in this draft Letter of Offer and to act in their respective capacities.

EXPERT OPINION

Except for the reports in the section titled ***'Financial Information'*** and ***'Statement of Tax Benefits'*** on page no. 89 and 74 respectively from the Statutory Auditors, our Company has not obtained any expert opinions.

Performance vis-a-vis objects – Public / Rights Issue of our Company

The Company has successfully completed the objects of the previous Public Issue in financial year 2025-26. There have been no instances in the past, wherein our Company has failed to achieve the objects in its previous issues.

Performance vis-a-vis objects–last issue of listed Subsidiaries or Associates

As of the date of this Letter of Offer, our Company does not have any Subsidiary or Associate Company

SECTION VIII – OFFER RELATED INFORMATION

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Draft Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI ICDR Master Circular, Investors proposing to apply in this Issue can apply only through ASBA.

Investors are requested to note that Application in this Issue can only be made through ASBA or any other mode which may be notified by SEBI.

For guidance on the application process through ASBA and resolution of difficulties faced by investors, you are advised to read the frequently asked question on the website of the Registrar at www.skylinerta.com and on the website of our Company at www.ommetallogic.com.

Please note that our Company has opened a separate demat suspense escrow account (namely, [•]) and would credit Rights Entitlements on the basis of the Equity Shares: (a) held by Eligible Equity Shareholders which are held in physical form as on Record Date; or (b) which are held in the account of the Investor Education and Protection Fund ("IEPF) authority; or (c) of the Eligible Equity Shareholder whose demat accounts are frozen or where the Equity Shares are lying in the unclaimed / suspense escrow account / demat suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date or where Equity Shares have been kept in abeyance or where entitlement certificate has been issued or where instruction has been issued for stopping issue or transfer or where letter of confirmation lying in escrow account; or (d) where credit of the Rights Entitlements have returned/reversed/failed for any reason; or (e) where ownership is currently under dispute, including any court or regulatory proceedings or where legal notices have been issued, if any or (f) such other cases where our Company is unable to credit Rights Entitlements for any other reasons. Please also note that our Company has credited Rights Entitlements to the Demat Suspense Account on the basis of information available with our Company and to serve the interest of relevant Eligible Equity Shareholders to provide them with a reasonable opportunity to participate in the Issue. The credit of the Rights Entitlements to the Demat Suspense Account by our Company does not create any right in favour of the relevant Eligible Equity Shareholders for transfer of Rights Entitlement to their demat account or to receive any Equity Shares in the Issue.

With respect to the Rights Entitlements credited to the Demat Suspense Account, the Eligible Equity Shareholders are requested to provide relevant details / documents as acceptable to our Company or the Registrar (such as applicable regulatory approvals, self-attested PAN and client master sheet of demat account, details/ records confirming the legal and beneficial ownership of their respective Equity Shares, etc.) to our Company or the Registrar no later than two clear Working Days prior to the Issue Closing Date to enable credit of their Rights Entitlements by way of transfer from the Demat Suspense Account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer. In the event that the Eligible Equity Shareholders are not able to provide relevant details to our Company or the Registrar by the end

of two clear Working Days prior to the Issue Closing Date, Rights Entitlements credited to the Demat Suspense Account shall lapse and extinguish in due course and such Eligible Equity Shareholder shall not have any claim against our Company and our Company shall not be liable to any such Eligible Equity Shareholder in any form or manner.

Further, with respect to Equity Shares for which Rights Entitlements are being credited to the Demat Suspense Account, the Application Form along with the Rights Entitlement Letter shall not be dispatched till the resolution of the relevant issue/concern and transfer of the Rights Entitlements from the Demat Suspense Account to the respective demat account other than in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date who will receive the Application Form along with the Rights Entitlement Letter. Upon submission of such documents /records no later than two clear Working Days prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder. The identified Eligible Equity Shareholder shall be entitled to subscribe to Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.

OVERVIEW

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Draft Letter of Offer, Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI LODR Regulations, the SEBI ICDR Master Circular and the guidelines, notifications, circulars and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchange and the terms and conditions as stipulated in the Allotment Advice.

IMPORTANT

A. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, the Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Material

is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares. For more details, see "***Restrictions on Purchases and Resales***" beginning on page 140.

The Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided an Indian address to our Company. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their valid e-mail address, then the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

Further, the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided their Indian address and who have made a request in this regard.

Investors can access the Draft Letter of Offer, the Letter of Offer, and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

(i) Our Company at www.ommetallogic.com;
(ii) The Registrar at www.skylinerta.com;
(iii) The Stock Exchanges at www.bseindia.com;

Shareholders who have not received the Application Form may apply, along with the requisite Application Money, by using the Application Form available on the websites above, or on plain paper, with the same details as mentioned in the Application Form available online

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (*i.e.,* www.skylinerta.com) by entering their DP ID and Client ID or Folio Number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (*i.e.*, www.skylinerta.com).

Further, our Company will undertake all adequate steps to reach out the Eligible Shareholders who have provided their Indian address through other means, as may be feasible.

Please note that neither our Company nor the Registrar shall be responsible for not sending the physical copies of Issue materials, including this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Draft Letter of Offer, the Letter of Offer, the Rights.

Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer is being filed with BSE. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered

or sold, directly or indirectly, and this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with the Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed.

Accordingly, persons receiving a copy of this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an application or acquire the Rights Entitlements referred to in this Draft Letter of Offer, the Letter of Offer, the Rights Entitlement Letter or the Application Form. Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

The Letter of Offer will be provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

Facilities for Application in this Issue:

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI - Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, please refer to the Paragraph titled "Procedure for Application through the ASBA Process" on page 115 of this Draft Letter of Offer.

a. **ASBA facility**

Investors can submit either the Application Form in physical mode to the Designated Branches of the SCSBs or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) authorizing the SCSB to block the Application Money in an ASBA Account maintained with the SCSB. Application through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process. For details, Paragraph titled "Procedure for Application through the ASBA Process" on page 115 of this Draft Letter of Offer.

Please note that subject to SCSBs complying with the requirements of SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs.

Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 02, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see "Application on Plain Paper under ASBA process".

b. Credit of Rights Entitlements in demat accounts of Eligible Shareholders

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI - Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to:

a. The demat accounts of the Eligible Shareholders holding the Equity Shares in dematerialised form;

b. A demat suspense escrow account (namely, "[●]") opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:

i. Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
ii. Equity Shares held in the account of IEPF authority; or
iii. The demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or
iv. Credit of the Rights Entitlements returned/ reversed/ failed; or
v. The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.
vi. Eligible Equity Shareholders who have not provided their Indian addresses.
vii. Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar

Eligible Shareholders as on Record Date are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar to the Issue not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at

least 1 (One) day before the Issue Closing Date, to enable such Eligible Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Shareholders in this regard. Such Eligible Shareholders are also requested to ensure that their demat account is active, details of which have been provided to the Company or the Registrar to the Issue, to facilitate the aforementioned transfer.

Eligible Equity Shareholders can obtain the details of their Rights Entitlements from the website of the Registrar i.e [●]; by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company *www.ommetallogic.com*.

Other Important Links and Helpline

The Investors can visit following links for the below-mentioned purposes:

1. Frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors: www.skylinerta.com;

2. Updating of Indian address/ e-mail address/ mobile number in the records maintained by the Registrar to the Issue or our Company:[●];

3. Updation of demat account details by Eligible Equity Shareholders holding shares in physical form;

4. Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Shareholders: [●];

Renouncees

All rights and obligations of the Eligible Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well.

Authority for the Issue

The Board of Directors, at its meeting held on August 10, 2026, authorised this Issue pursuant to Section 62(1)(a) of the Companies Act, 2013. In accordance with Regulation 85 of the SEBI ICDR Regulations read with SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2025/31 dated March 11, 2025, the rights-issue process shall be completed within the prescribed period of 23 Working Days from the date of such Board approval.

The Board of Directors in their meeting held on [●] have determined the Issue Price at ₹ [●] per Equity Share and the Rights Entitlement as [●] Rights Equity Share(s) for every [●] fully paid-up Equity Share(s) held on the Record Date.

The Company has been allotted ISIN – [•] for the Rights Entitlement to be credited to the respective demat account of Equity Shareholders of the Company.

Our Company has received in-principle approval from BSE in accordance with Regulation 28 of the SEBI Listing Regulations for listing of the Rights Shares to be Allotted in the Issue pursuant to letter dated [●].

Basis for This Issue

The Rights Shares are being offered for subscription for cash to the Eligible Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members at the close of business hours on the Record Date i.e. [●]

Rights Entitlements

Eligible Shareholders whose names appear as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form may be entitled to subscribe to the number of Rights Shares as set out in the Rights Entitlement Letter.

Eligible Shareholders can also obtain the details of their respective Rights Entitlements from the Registrar to the Issue's website at [●]; by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on our Company's website at *www.ommetallogic.com*

Rights Entitlements shall be credited to the respective demat accounts of Eligible Shareholders before the Issue Opening Date only in dematerialised form. If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e., [●];). Such Eligible Equity Shareholders can make an application only after the Rights Entitlements is credited to their respective demat accounts.

Our Company is undertaking this Issue on a rights basis to the Eligible Equity Shareholders and will send/ dispatch the Letter of Offer, the Rights Entitlement Letter and the Common Application Form only to Eligible Equity Shareholders who have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. For further details, see "Notice to Investors" on page 14 of this Draft Letter of Offer

PRINCIPAL TERMS OF THE RIGHTS SHARES ISSUED UNDER THIS ISSUE

Face Value

Each Rights Equity Share will have the face value of Rs. 10.00/- per share.

Issue Price

Each Rights Equity Share is being offered at a price of Rs. [●] per Rights Equity Share (including share premium of Rs. [●] per Rights Equity Share), in the Issue. On application, Investors will have to pay Rs. [•] per Rights Equity share which constitutes [•] of the Issue price and the balance Rs. [•] per Rights Equity share which constitutes [•] of the Issue price, will have to be paid, on one or more subsequent call(s), as determined by our Board or the Rights Issue Committee, at its sole discretion.

The Issue Price has been arrived at by our Company prior to the determination of the Record Date i.e. [●]. The Issue Price and other relevant conditions are in accordance with Regulation 10(4) of the SEBI Takeover Regulations. The Board of Directors at its meeting held on [●] has determined and approved the Issue Price.

Rights Entitlement Ratio

The Rights Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of [●] Rights Shares for every [●] Fully Paid-up Equity Shares held by the Eligible Equity Shareholders of our Company on the Record Date i.e. [●]. The Board of Directors at its meeting held on [●] has determined and approved the Rights Entitlement Ratio.

Renunciation of Rights Entitlements

This Issue includes a right exercisable by Eligible Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. For details, see "Procedure for Renunciation of Rights Entitlements" on page 116 of this Draft Letter of Offer.

In accordance with SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements

Rights of instrument holder

Each Rights Equity Share shall rank pari passu with the existing Equity Shares of the Company.

Terms of Payment

Rs. [●] per Rights Equity Share (including share premium of Rs. [●] per Rights Equity Share) shall be payable as follows:

Particulars	Face value (₹ per Rights Equity share)	Premium (₹ per Rights Equity share)	Total (₹ per Rights Equity share)
On Application	[●]	[●]	[●]
Total	[●]	[●]	[●]

*Our Company shall have the right to call up the remaining paid-up share capital in one or more calls, as determined by our Board or the Rights Issue Committee thereof, at its sole discretion.

Rights Shares in respect of which the calls payable remains unpaid may be forfeited, at any time after the due date for payment of the balance amount due in accordance with the Companies Act, 2013 and our Articles of Association.

Where an Applicant has applied for both Rights Entitlement and additional Rights Shares and is allotted less number of Rights Shares than applied for, the excess Application Money paid shall be refunded. The un-blocking of ASBA funds/refund of monies shall be completed be within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

Process of Credit of Rights Entitlements in dematerialized account

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to:

a. The demat accounts of the Eligible Shareholders holding the Equity Shares in dematerialized form; and
b. A demat suspense escrow account (namely, "[●]") opened by our Company, for the Eligible Shareholders which would comprise Rights Entitlements relating to:

i. Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or
ii. Equity Shares held in the account of IEPF authority; or
iii. The demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or
iv. Credit of the Rights Entitlements returned/ reversed/ failed; or
v. The ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable
vi. Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for the crediting of the Rights Entitlements to the demat accounts of the Eligible Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The said ISIN shall remain frozen (for debit) till the Issue Opening Date and shall become active on the Issue Opening Date and remain active for renunciation or transfer during the Renunciation Period. It is clarified that the Rights Entitlements shall not be available for transfer or trading post the Renunciation Period. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.
Eligible Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., by [●] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least 1 (One) day before the Issue Closing Date, to enable such Eligible Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Shareholders in this regard. Such Eligible Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Shareholders can be accessedby such respective Eligible Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS SHARES ON OR BEFORE THE ISSUE CLOSING DATE I.E., [●] AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE "PROCEDURE FOR APPLICATION" ON PAGE [●] OF THIS DRAFT LETTER OF OFFER

Record date for calls and suspension of trading

Our Company would fix a Call Record Date giving [at least seven working days] prior notice to the Stock Exchanges for the purpose of determining the list of Equity Shareholders to whom the notice for the Calls will be send. Once the Call Record Date has been fixed, trading in the Rights Shares for which the calls have been made may be suspended prior to the Call Record Date.

Fractional Entitlements

The Rights Shares are being offered on a rights basis to existing Eligible Shareholders in the ratio of [●] Rights Shares for every [●] Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Shareholders is less than [●] Equity Shares or is not in the multiple of [●] Equity Shares, the fractional entitlements of such Eligible Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Shareholders whose fractional entitlements are being ignored will be given preferential consideration for the Allotment of one additional Rights Security if they apply for additional Rights Shares over and above their Rights Entitlements, if any, subject to availability of Rights Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds [●] Equity Shares, such Equity Shareholder will be entitled to [●] Rights Equity Share(s) and will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if such Eligible Equity Shareholder has applied for additional Rights Shares, over and above his/ her Rights Entitlements, subject to availability of Rights Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Shareholders holding less than [●] Equity Shares shall have "zero" entitlement for the Rights Shares. Such Eligible Shareholders are entitled to apply for additional Rights Shares and will be given preference in the Allotment of one Rights Shares, if such Eligible Shareholders apply for additional Rights Shares, subject to availability of Rights Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

Credit Rating

As this Issue is a rights issue of Rights Shares, there is no requirement of credit rating for this Issue.

Ranking of Equity Shares

The Rights Shares to be issued and Allotted pursuant to this Issue shall be subject to the provisions of the Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI (ICDR) Regulations, the SEBI (LODR) Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchange and the terms and conditions as stipulated in the Allotment advice.

The Rights Shares being issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association. The Rights Shares shall rank pari-passu, in all respects including dividend, with our existing Equity Shares.

The voting rights in a poll, whether present in person or by representative or by proxy shall be in proportion to the paidup value of the Shares held, and no voting rights shall be exercisable in respect of moneys paid in advance, if any.

Trading of the Rights Entitlements

In accordance with the ASBA Circulars and SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the BSE Limited under ISIN [●]. Prior to the Issue Opening Date, our Company will obtain the approval from the BSE Limited for trading of Rights Entitlements. Investors shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.
The On Market Renunciation shall take place electronically on the secondary market platform of the Stock Exchanges on T+1 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for- trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive). No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. Eligible Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date. For details, see "Procedure for Renunciation of Rights Entitlements – On Market Renunciation" and "Procedure for Renunciation of Rights Entitlements – Off Market Renunciation" on page 117 of this Draft Letter of Offer.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

Listing and trading of the Rights Shares to be issued pursuant to this Issue

Subject to receipt of the listing and trading approvals, the Rights Shares proposed to be issued on a rights basis shall be listed and admitted for trading on the Stock Exchange. Unless otherwise permitted by the SEBI (ICDR) Regulations, the Rights Shares Allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of necessary procedures for listing and commencement of trading in the Rights Shares will be taken within such period prescribed under the SEBI (ICDR) Regulations. Our

Company has received in-principle approval from the BSE through letter bearing reference number [●] dated [●]. Our Company will apply to the BSE Limited for final approvals for the listing and trading of the Rights Shares subsequent to their Allotment. No assurance can be given regarding the active or sustained trading in the Rights Shares or the price at which the Rights Shares offered under this Issue will trade after the listing thereof.

The Rights Shares shall be listed and admitted for trading on the BSE Limited under separate ISINs for Rights Shares. The procedures for listing and trading of Rights Shares shall be completed within 7 (Seven) Working Days from the date of finalization of the Basis of Allotment.

The existing Equity Shares are listed and traded on BSE Limited bearing Scrip Code "544559" under ISIN "INE0R8Q01018".The Rights Equity shall be credited to temporary ISINs which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchange. Upon receipt of such listing and trading approvals, the Rights Shares shall be debited from such temporary ISINs and credited to the existing ISIN as fully paid-up Equity share of our company.

The listing and trading of the Rights Shares issued pursuant to this Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule. In case our Company fails to obtain listing or trading permission from the BSE Limited, we shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from the BSE Limited, rejecting the application for listing of the Rights Shares, and if any such money is not refunded/ unblocked within 4(Four) days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer -in-default shall, on and from the expiry of the eighth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

Subscription to this Issue by our Promoter and our Promoter Group

For details of the intent and extent of subscription by our Promoter and the Promoter Group, see the paragraph titled "Intention and extent of participation by our Promoter and Promoter Group" under the section titled "Capital Structure" on page 62 of this Draft Letter of Offer.

Rights of holders of Rights Shares of our Company

Subject to applicable laws, the Rights Equity Shareholders shall have the following rights:

1. The Rights Shares shall rank pari-passu with the existing Equity Shares in all respects;
2. The right to receive dividend, if declared;
3. The right to vote in person or by proxy; except in case of Rights Shares credited to the demat suspense account for resident Eligible Shareholders;
4. The right to receive surplus on liquidation;
5. The right to free transferability of Rights Shares;
6. The right to attend general meetings and exercise voting powers in accordance with law, unless prohibited by law; and
7. Such other rights as may be available to a shareholder of a listed public company under the Companies Act and Memorandum of Association and Articles of Association.

Subject to applicable law and Articles of Association, holders of Rights Shares shall be entitled to the above rights in proportion to amount paid-up on such Rights Shares in this Issue.

GENERAL TERMS OF THE ISSUE

Market Lot

The Equity Shares of our Company are listed on the SME Platform of BSE and are traded only in dematerialised form in the market lot prescribed by BSE from time to time. As on the date of this Draft Letter of Offer, the applicable market lot is 1,600 Equity Shares, subject to confirmation by BSE at the time of granting the relevant approvals**.**

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in this Issue.

Nomination

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014.Since the Allotment is in dematerialized form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with the respective DPs of the Shareholders would prevail. Any Shareholder holding Equity Shares in dematerialized form and desirous of changing the existing nomination is requested to inform its Depository Participant.

Arrangements for Disposal of Odd Lots

Trading in the Rights Shares on the SME Platform of BSE shall take place only in the market lot prescribed by BSE from time to time. Investors holding fewer Equity Shares than the applicable market lot may experience difficulty in selling such holdings on-market. Any facility for purchase of an entire odd-lot holding by the existing Market Maker shall be subject to the applicable BSE SME requirements and the continuing obligations of the Market Maker.

Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue. However, the Investors should note that pursuant to provisions of the SEBI (LODR) Regulations, with effect from April 1, 2019 except in case of transmission or transposition of securities, the request for transfer of securities shall not be affected unless the securities are held in the dematerialized form with a depository.

Notices

In accordance with the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and MCA General Circular No. 21/2020, our Company will send the Issue Materials only to the Eligible Shareholders who have provided an Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address

and in case the Eligible Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

The Letter of Offer will be provided by the Registrar to the Issue on behalf of our Company to the Eligible Shareholders who have provided their Indian addresses to our Company and who make a request in this regard. In case the Eligible Shareholders have provided their valid e-mail address, the Letter of Offer will be sent only to their valid e-mail address and in case the Eligible Shareholders have not provided their email address, then the Letter of Offer will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one Hindi language daily newspaper with wide circulation (Hindi being the regional language of Haryana where our Registered Office is situated).

The Letter of Offer, the Application Form shall also be submitted with the Stock Exchange for making the same available on their website

Offer to Non-Resident Eligible Equity Shareholders / Shareholders

As per Rule 7 of the FEMA Rules, RBI has given general permission to Indian companies to issue Equity Shares to non-resident Equity Shareholders including additional Equity Shares. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, (i) subscribe for additional shares over and above their Rights Entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Equity Shares and issue of Rights Entitlement Letters/letters of Allotment/Allotment advice. If a non-resident or NRI Shareholders has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at [•]. It will be the sole responsibility of the Shareholders to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and Our Company will not be responsible for any such allotments made by relying on such approvals.

The Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Equity Shares may be permitted under laws of such jurisdictions, Eligible Equity Shareholders can access this Letter Offer, the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchanges. Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Equity Shares are issued on rights basis

In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened. Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company

PROCESS OF MAKING AN APPLICATION IN THE ISSUE

How to apply

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars and the ASBA Circulars, all Shareholders desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Shareholders should carefully read the provisions applicable to such Applications before making their Application through ASBA.

For details of procedure for application by the resident Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date, see "Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form" on page 120 of this Draft Letter of Offer.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Application Form

The Application Form for the Rights Shares offered as part of this Issue would be sent to the Eligible Shareholders only to

i. E-mail addresses of resident Eligible Shareholders who have provided their e-mail addresses;
ii. Indian addresses of the resident Eligible Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Shareholders have not provided the valid email address to our Company;
iii. Indian addresses of the non-resident Eligible Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company; and
iv. E-mail addresses of foreign corporate or institutional shareholders.

The Common Application Form along with the Rights Entitlement Letter shall be sent/ dispatched at least three days before the Issue Opening Date. The Renouncees and Eligible Equity Shareholders who have not received the Common Application Form can download the same from the website of the Registrar, our Company or Stock Exchange. In case of non-resident Eligible Equity Shareholders, the Common Application Form along with the Rights Entitlement Letter shall be sent through email-to-email address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions.

In case of non-resident Eligible Shareholders, the Application Form along with the Rights Entitlement Letter shall be sent through e-mail address if they have provided an Indian address to our Company or who are located in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions.

Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of the Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the e-mail addresses of Eligible Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit or there is a delay in physical delivery (where applicable).

To update the respective e-mail addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Shareholders should visit [●]; Investors can access the Letter of Offer, the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Shares under applicable securities laws) from the websites of:

a. Our Company at *www.ommetallogic.com*
b. The Registrar at www.skylinerta.com
c. The Stock Exchange at www.bseindia.com
d. The Eligible Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar at [●]; by entering their DP-ID and Client-ID and PAN. The link for the same shall also be available on the website of our Company at *www.ommetallogic.com*.

The Application Form can be used by the Eligible Shareholders as well as the Renouncees, to make Applications in this Issue on the basis of the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Shareholders applying in this Issue, as applicable.

In case of Investors who have provided details of demat account in accordance with the SEBI (ICDR) Regulations, such Investors will have to apply for the Rights Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Shares by:

i. Submitting the Application Form to the Designated Branch of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in the irrespective ASBA Accounts
ii. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

    Investors are also advised to ensure that the Application Form is correctly filled up stating therein**:**
    a) The ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB;

    Please note that Applications without depository account details shall be treated as incomplete and shall be rejected.

Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see "Grounds for Technical Rejection" on page 124 of this Draft Letter of Offer. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI (ICDR) Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications Please note that Eligible Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements.

Options available to the Eligible Equity Shareholders:

The Rights Entitlement Letter will clearly indicate the number of Rights Shares that the Eligible Equity Shareholder is entitled to.

1. If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:
Apply for its Rights Shares to the full extent of its Rights Entitlements; or
2.Apply for its Rights Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
3. Apply for Rights Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
4. Apply for its Rights Shares to the full extent of its Rights Entitlements and apply for additional Rights Shares; or
5. Renounce its Rights Entitlements in full.

Procedure for Making of an Application through the ASBA process

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

Self-Certified Syndicate Banks

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

Acceptance of this Issue

Investors may accept this Issue and apply for the Rights Shares**:**

Submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts,
Please note that on the Issue Closing Date:

1. Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the BSE Limited.

Applications submitted to anyone other than the Designated Branches of the SCSB are liable to be rejected.

Investors can also make Application on plain paper under ASBA process mentioning all necessary details as mentioned under the section, Application on Plain Paper under ASBA processes on page 117 of this Draft Letter of Offer.

Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the "On Market Renunciation"); or (b) through an off-market transfer (the "Off Market Renunciation"), during the Renunciation Period. The Shareholders should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Shareholders who intend to trade in the Rights Entitlements should consult their tax advisor or stockbroker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Shareholders on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.
OUR COMPANY ACCEPT NO RESPONSIBILITY TO BEAR OR PAY ANY COST, APPLICABLE TAXES, CHARGES AND EXPENSES (INCLUDING BROKERAGE), AND SUCH COSTS WILL BE INCURRED SOLELY BY THE SHAREHOLDERS / INVESTORS.

On Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company.
In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN [•] subject to requisite approvals. Prior to the Issue Opening Date i.e. [•], our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (One) Share. To clarify further, fractional entitlements are not eligible for trading.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [●] to [●] (both days inclusive).

The Shareholders holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN [•] and indicating the details of the Rights Entitlements they intend to trade. The Shareholders can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+1 rolling settlement basis', where 'T' refers to the date of trading. The 73 transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock- broker will issue a contract note in accordance with the requirements of the Stock Exchange and the SEBI.

Off Market Renunciation

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date i.e. [•], to enable Renouncees to subscribe to the Equity Shares in the Issue.

The Shareholders holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN [•], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Shareholders can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the websites of the Registrar to the Issue and Stock Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated

Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not been titled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Om Metallogic Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Registered Folio Number DP and Client ID;
4. Number of Equity Shares held as on Record Date;
5. Number of Equity Shares held as on Record Date
6. Number of Equity Shares entitled to;
7. Number of Equity Shares applied for within the Rights Entitlements;
8. Number of additional Equity Shares applied for,
9. Total number of Equity Shares applied for;
10. Total amount paid at the rate of Rs. [•] per Equity Share;
11. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
12. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the FEMA Rules.
13. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Shares applied for pursuant to this Issue;
14. Authorization to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
16. In addition, All such Eligible Equity Shareholders are deemed to have accepted the following

"I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States") except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States.

Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act (hereinafter referred to as „Regulation S"), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that we, the Company its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at [●].

I/ We acknowledge that Our Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

MODE OF PAYMENT

All payments against the Application Forms shall be made only through

1. **ASBA facility;**

The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility

In case of Application through ASBA facility, the Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. 75 Subsequent to the

acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Draft Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account, details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar"s instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalization of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. After the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company. In the event, the relevant details of the demat accounts of such Eligible Equity Shareholders are not received during the Issue Period, then their Rights Entitlements kept in the suspense escrow demat account shall lapse.

To update respective email addresses/ mobile numbers in the records maintained by the Registrar of our Company, Eligible Equity Shareholders should visit [●].

PROCEDURE FOR APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date i.e. [•] and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

a. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details, the details of their demat account along with copy of self-

attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two working days prior to the Issue Closing Date i.e. [•];

b. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date i.e. [•];

c. The Eligible Equity Shareholders can access the Application Form from:

- the website of the Registrar to the Issue at www.skylinerta.com / and
- our Company at *www.ommetallogic.com* / and
- the Stock Exchange at www.bseindia.com.

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar to the Issue (i.e., [•]) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form). The link for the same shall also be available on the website of our Company (i.e. *www.ommetallogic.com*);

The Eligible Equity Shareholders shall, on or before the Issue Closing Date, submit the Common Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made 76 available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE I.E. [•] AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOTBE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

ALLOTMENT OF THE RIGHTS SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE RIGHTS SHARES APPLIED FOR IN THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THESAME DEPOSITORY ACCOUNTIN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE OR THE ISSUE CLOSING DATE, AS THE CASE MAY BE.

General Instructions for Investors

I. Please read the Letter of Offer and Application Form carefully to understand the Application process and applicable settlement process.
II. Please read the instructions on the Application Form sent to you.
III. The Application Form can be used by both the Eligible Equity Shareholders and the Renouncees.
IV. Application should be made only through the ASBA facility.
V. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English;

VI. In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under the section "Application on Plain Paper under ASBA process".

VII. In accordance with Regulation 76 of the SEBI ICDR Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

VIII. An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application

IX. Applications should be (i) submitted to the Designated Branch of the SCSB or made online/electronic through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts, Please note that on the Issue Closing Date i.e. [•], (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges.

X. Applications should not be submitted to the Bankers to the Issue or Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), our Company or the Registrar.

XI. In case of Application through ASBA facility, Investors are required to provide necessary details, including details of the ASBA Account, authorization to the SCSB to block an amount equal to the Application Money in the ASBA Account mentioned in the Application Form.

XII. All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be "suspended for credit" and no Allotment and credit of Rights Shares pursuant to this Issue shall be made into the accounts of such Investors.

XIII. In case of Application through ASBA facility, all payments will be made only by blocking the amount in the ASBA Account. Cash payment or payment by cheque or demand draft or pay order or NEFT or RTGS or through any other mode is not acceptable for application through ASBA process. In case payment is made in contravention of this, the Application will be deemed invalid and the Application Money will be refunded and no interest will be paid thereon.

XIV. For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.

XV. In case of joint holders and physical Applications through ASBA process, all joint holders must sign the relevant part of the Application Form in the same order and as per the specimen signature(s) recorded with the SCSB. In case of joint Applicants, reference, if any, will be made in the first Applicant's name and all communication will be addressed to the first Applicant.

XVI. All communication in connection with Application for the Rights Shares, including any change in address of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers/DP ID and Client ID and Application Form number, as applicable. In case of any change in address of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form

XVII. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein; Applications made through ASBA facility may be submitted at the Designated Branches of the SCSBs. Application

through ASBA facility in electronic mode will only be available with such SCSBs who provide such facility.

XVIII. In terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on their own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications

XIX. Investors are required to ensure that the number of Rights Shares applied for by them do not exceed the prescribed limits under the applicable law;

XX. An Applicant being an OCB is required not to be under the adverse notice of the RBI and must submit approval from RBI for applying in this Issue;

Do's

1. Ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number;
2. Except for Application submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Applicant should mention their PAN allotted under the Income-tax Act;
3. Ensure that the demographic details such as address, PAN, DP ID, Client ID, bank account details and occupation ("Demographic Details") are updated, true and correct, in all respects;
4. Investors should provide correct DP-ID and client-ID/ folio number while submitting the Application. Such DP-ID and Client-ID/ folio number should match the demat account details in the records available with Company and/or Registrar, failing which such Application is liable to be rejected. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.

Don'ts:

1. Do not apply if you are ineligible to participate in this Issue under the securities laws applicable to your jurisdiction;
2. Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground
3. Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application;
4. Do not pay the Application Money in cash, by money order, pay order or postal order;
5. Do not submit multiple Applications.

Dos for Investors applying through ASBA:

1. Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Rights Shares will be Allotted in the dematerialized form only;
2. Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application;
3. Ensure that there are sufficient funds (equal to {number of Rights Shares (including additional Rights Shares) applied for} X {Application Money of Rights Shares}) available in ASBA Account mentioned

in the Application Form before submitting the Application to the respective Designated Branch of the SCSB;

4. Ensure that you have authorized the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application and have signed the same;
5. Ensure that you have a bank account with an SCSB providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location;
6. Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form on a plain paper Application;
7. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter;

Don'ts for Investors applying through ASBA:

1. Do not apply if you are not eligible to participate in this Issue under the securities laws applicable to your jurisdiction
2. Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa;
3. Do not send your physical Application to the Registrar, the Escrow Collection Bank (assuming that such Escrow Collection Bank is not an SCSB), a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only;
4. Do not instruct the SCSBs to unblock the funds blocked under the ASBA process;

Grounds for Technical Rejection

Applications made in this Issue are liable to be rejected on the following grounds:

i. DP ID and Client ID mentioned in Application not matching with the DP ID and Client ID records available with the Registrar.
ii. Sending an Application to the Registrar, Escrow Collection Banks (assuming that such Escrow Collection Bank is not a SCSB), to a branch of a SCSB which is not a Designated Branch of the SCSB or our Company.
iii. Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
iv. Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
v. Account holder not signing the Application or declaration mentioned therein.
vi. Submission of more than one application Form for Rights Entitlements available in a particular demat account.
vii. Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
viii. Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
ix. Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the demographic details provided by the Depositories.

x. Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.

xi. Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and the Letter of Offer.

xii. Physical Application Forms not duly signed by the sole or joint Investors.

xiii. Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.

xiv. If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.

xv. Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs) or other jurisdictions where the offer and sale of the Rights Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) outside India and the United States and is a foreign corporate or institutional shareholder eligible to subscribe for the Rights Equity Share under the applicable securities laws or (b) a U.S. QIB in the United States, and in each case such person is complying with laws of jurisdictions applicable to such person in connection with this Issue; or (iii) where either a registered Indian address is not provided or where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; and our Company shall not be bound to issue or allot any Rights Shares in respect of any such Application Form;

xvi. Applications which have evidence of being executed or made in contravention of applicable securities laws.

xvii. Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar;

xviii. Applications by a non-resident without the approval from RBI with respect to Rule 7 of the FEMA Rules;

Depository account and bank details for Investors holding Equity Shares in demat accounts and applying in this Issue.

IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE 79 HELD BY THE INVESTOR AS ON THE RECORD DATE I.E. [•]. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE APPLICATION FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.

Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant's name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.

These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants**.**

By signing the Application Forms, the Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records

The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Shares are not allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms s are liable to be rejected.

MODE OF PAYMENT

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

In case of Application through the ASBA facility, the Shareholders agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Common Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Common Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account which shall be a separate bank account maintained by our Company, other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB The Investors would be required to give instructions to the respective SCSBs to block the entire amount payable on their application at the time of the submission of the Common Application Form.

The SCSB may reject the application at the time of acceptance of Common Application Form if the ASBA Account, details of which have been provided by the Investor in the Common Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Common Application Form. Subsequent to the 80 acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth hereinafter.

Mode of payment for Resident Shareholders

All payments on the Application Forms shall be made only through ASBA facility

Mode of payment for Non-Resident Shareholders

As regards the Application by non-resident Shareholders, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following conditions:

i. Individual non-resident Indian Applicants who are permitted to subscribe to Rights Shares by applicable local securities laws can obtain Common Application Forms on the websites of the Registrar, and our Company.

   Note: In case of non-resident Eligible Equity Shareholders, the Rights Entitlement Letter and the Common Application Form shall be sent to their email addresses if they have provided their Indian address to our Company or if they are located in certain jurisdictions (other than the United States and India) where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering such jurisdiction. The Letter of Offer will be provided, only through email, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company or who are located in jurisdictions where the offer and sale of the Rights Shares is permitted under laws of such jurisdictions and does not result in and may not be construed as, a public offering in such jurisdictions and in each case who make a request in this regard.

ii. Common Application Forms will not be accepted from non-resident Investors in any jurisdiction where the offer or sale of the Rights Entitlements and Rights Shares may be restricted by applicable securities laws.

iii. Payment by non-residents must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by the RBI.

Notes

(i) In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Shares can be remitted outside India, subject to tax, as applicable according to the Income-tax Act;

(ii) In case Rights Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Shares cannot be remitted outside India;

(iii) In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by the RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals;

(iv) Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment;

(v) In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account;

(vi) Non-resident Renouncees who are not Eligible Shareholders must submit regulatory approval for applying for additional Rights Shares;

Multiple Applications

In case where multiple Applications are made in respect the Rights Entitlements using same demat account, such Applications shall be liable to be rejected. However supplementary applications in relation to further Rights Shares with/without using additional Rights Entitlements will not be treated as multiple applications. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see „Procedure for Applications by Mutual Funds" below. Cases where Investor submits Application Forms along with plain paper or multiple plain paper Applications for same Rights Entitlements shall be treated as multiple applications.

In cases where multiple Application Forms are submitted, such Applications shall be treated as multiple applications and are liable to be rejected.

Last date for Application

The last date for submission of the duly filled in the Application Form or a plain paper Application is **[●]** i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB on or before the Issue Closing Date or such date as maybe extended by our Board or any committee thereof, the invitation to offer contained in this Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in "Basis of Allotment" mentioned below.

Please note that on the Issue Closing Date, (i) Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the BSE Limited.
Please ensure that the Application Form and necessary details are filled in. In place of Application number, Shareholders can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

Withdrawal of Application

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor applying through ASBA facility, may withdraw their Application post the Issue Closing Date.

Issue Schedule

Last date for credit of Rights entitlements	**[•]**
Issue opening date	**[•]**

Last Date on Market Renunciation of Rights	**[•]**
Issue Closing Date*	**[•]**
Finalising the basis of allotment (on or about)	**[•]**
Date of Allotment (on or about)	**[•]**
Date of Credit (on or about)	**[•]**
Date of Listing (on or about)	**[•]**

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.

*Our Board of Directors may however decide to extend the Issue Period as it may determine from time to time but not exceeding 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date).

Basis of Allotment

Subject to the provisions contained in this Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to allot the Equity Shares in the following order of priority:

1. Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Equity Shares renounced in their favour, in full or in part.
2. Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
3. Allotment to the Eligible Equity Shareholders who having applied for all the Equity Shares offered to them as part of this Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
4. Allotment to Renouncees who having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of this Issue and will not be a preferential allotment.
5. Allotment of any remaining under-subscribed portion may be made only to specific investor(s), if any, whose names and proposed participation have been disclosed by our Company before the Issue Opening Date in accordance with Regulations 77B, 84 and 90 of the SEBI ICDR Regulations. As on the date of this Draft Letter of Offer, our Company has not identified any such specific investor. Any portion remaining after the foregoing allotments shall be treated as unsubscribed.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Shareholders who have been allocated Equity Shares in this Issue, along with:

a. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for this Issue, for each successful Application;

b. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and

c. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts

ALLOTMENT ADVICE OR REFUND / UNBLOCKING OF ASBA ACCOUNTS

Upon approval of the Basis of Allotment, our Company and the Registrar shall complete the transfer of funds, unblocking of ASBA Accounts, credit of Rights Shares and dispatch of allotment/refund intimations within the timelines prescribed under the SEBI ICDR Regulations and the SEBI Rights Issue Circulars. Allotment and refund/unblocking intimations shall ordinarily be issued by T+2, where T is the Issue Closing Date.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through email, to the email address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for additional Equity Shares in the Issue and is allotted a lesser number of Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed be within such period as prescribed under the SEBI (ICDR) Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

PAYMENT OF REFUND

Mode of making refunds In case of Applicants not eligible to make an application through ASBA process, the payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes

1. Unblocking amounts blocked using ASBA facility.
2. NACH–National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including MICR code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from 83 the depositories), except where Applicant is other wise disclosed as eligible to get refunds through NEFT or Direct Creditor RTGS.

3. National Electronic Fund Transfer ("NEFT") – Payment of refund shall be undertaken through NEFT wherever the Shareholders' bank has been assigned the Indian Financial System Code ("IFSC Code"), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Shareholders have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Shareholders through this method.
4. Direct Credit – Shareholders having bank accounts with the Banker(s) to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
5. RTGS– If there fund amount exceeds Rs. 2,00,000/- the Shareholders have the option to receive refund through RTGS. Such eligible Shareholders who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor's bank receiving the credit would be borne by the Investors.
6. For all other Investors, the refund orders will be dispatched by Speed Post with Registration, where the value of such refund is ₹1,500 or more, or under certificate of posting in other cases, subject to applicable laws. Such refunds will be made by cheques, pay orders or demands drawn in favour of the sole/first Shareholders and payable at par.
7. Credit of refunds to Investors in any other electronic manner, permissible under the banking laws, which are in force, and is permitted by SEBI from time to time.

Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The Rights Shares shall be credited to the respective beneficiary accounts, or to the applicable demat suspense account, within the timeline prescribed under the SEBI Rights Issue Circulars, ordinarily by T+2, where T is the Issue Closing Date.

RECEIPT OF THE RIGHTS SHARES IN DEMATERIALIZED FORM

PLEASE NOTE THAT THE RIGHTS SHARES APPLIED FOR UNDER THIS ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED / REVERSED / FAILED.

Investors shall be allotted the Equity Shares in dematerialized (electronic) form.

INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.

The procedure for availing the facility for Allotment of Equity Shares in this Issue in the dematerialized form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in 84 the records of our Company). In case of Shareholders having various folios in our Company with different joint holders, the Shareholders will have to open separate accounts for such holdings. Those Shareholders who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Shareholders and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-à-vis such information with the Shareholder's depository participant, would rest with the Shareholders. Shareholders should ensure that the names of the Shareholders and the order in which they appear in Application Form should be the same as registered with the Shareholder's depository participant.
4. If in complete or incorrect beneficiary account details are given in the Application Form, the Shareholders will not get any Equity Shares and the Application Form will be rejected.
5. The Rights Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form / with IEPF authority / in suspense, etc.). Allotment advice, refund order (if any) would be sent directly to the Applicant by e-mail and, if the printing is feasible, through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice / refund intimation will be directly sent to the Shareholders by the Registrar, by email and, if the printing is feasible, through physical dispatch.
7. Renouncees will also have to provide the necessary details about their beneficiary account for Allotment of Equity Shares in this Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.

PROCEDURE FOR APPLICATIONS BY CERTAIN CATEGORIES OF SHAREHOLDERS

Procedure for Applications by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly and indirectly having common ownership of more than 50% of common control)) shall be below 10% of our post -Offer Equity Share capital. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants that may be issued by our Company, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will also be required to comply with applicable reporting requirements. Further, the aggregate limit of all FPIs investments, with effect from April 1, 2020, is up to the sectoral cap applicable to the sector in which our Company operates.

FPIs are permitted to participate in this Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event(i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iii) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions: Such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and Prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre–approved by the FPI.

Procedure for Applications by AIFs, FVCIs, VCFs and FDI route

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among otherthings, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in this Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in this Issue. Other categories of AIFs are permitted to apply in this Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities/centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

Procedure for Applications by NRIs

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in this Issue under applicable securities laws.

As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian Company on repatriation basis, on a recognized stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid -up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian Company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on

a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been recently amended to state that all investments by entities incorporated in a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issuance of the Rights Shares to Restricted Investors will also require a prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required and such approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

Procedure for Applications by Mutual Funds

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Procedure for Applications by Systemically Important Non-Banking Financial Companies ("NBFC-SI")

In case of an application made by NBFC-SI registered with RBI, (a) the certificate of registration issued by RBI under Section 45IA of RBI Act, 1934 and (b) Networth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

IMPERSONATION

As a matter of abundant caution, attention of the Shareholders is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall 86 not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

In case the fraud involves (i) involves an amount which is less than ₹ 10 lakhs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 lakhs or with both.

Payment by stock invest

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest Scheme has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto.
In case an Application is rejected in full, the entire Application Money blocked in the ASBA Account shall be unblocked. Where an Application is rejected in part, the balance Application Money, after adjustment for Rights Shares allotted, shall be unblocked within the timeline prescribed under applicable law, ordinarily by T+1, where T is the Issue Closing Date.

For further instructions, please read the Application Form carefully.

UTILISATION OF ISSUE PROCEEDS

Our Board declares that:

1. All monies received out of the Issue shall be transferred to a separate bank account;
2. Details of all monies utilized out of the Issue shall be disclosed, and shall continue to be disclosed until the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and.
3. Details of all unutilized monies out of this Issue referred to under (a) above, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

Undertakings by Our Company

Our Company undertakes the following:

1. The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.
2. All steps for completion of the necessary formalities for listing and commencement of trading at BSE Limited, where the Rights Shares are to be listed are taken within the time limit specified by the SEBI;
3. The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
4. Where refunds or unblocking intimations are made through electronic means, a suitable communication shall be sent to the Investor within the timeline prescribed under the SEBI Rights Issue Circulars.
5. Where release of block on the application amount for unsuccessful bidders or part of the application amount in case of proportionate allotment, a suitable communication shall be sent to the applicants

6. Adequate arrangements shall be made to collect all ASBA Applications

Minimum Subscription

Pursuant to Regulation 86 of the SEBI ICDR Regulations, as amended, our Company is not required to achieve minimum subscription for the Rights Issue on account of the following reason:

1. Objects of the issue being other than capital expenditure for a project; and
2. Our Promoter and Promoter Group have confirmed that they will subscribe to their Rights Entitlement and will not renounce their Rights Entitlement except to the extent of renunciation within the Promoter Group

Filing of Draft Letter of Offer/Letter of Offer

In accordance with Regulation 71 of the SEBI ICDR Regulations, the Draft Letter of Offer has been filed with BSE. The Letter of Offer will be filed with BSE and with SEBI for information and dissemination on SEBI's website, together with the applicable fees. Under the prevailing rights-issue framework, SEBI does not issue observations on the Draft Letter of Offer.

The Draft Letter of Offer has been filed with BSE, being the Designated Stock Exchange, for obtaining its in-principle approval in accordance with Regulation 71 of the SEBI ICDR Regulations.
The Letter of Offer shall also be filed with SEBI for information and dissemination on SEBI's website, together with the fees prescribed under Schedule III of the SEBI ICDR Regulations.

Withdrawal of the Issue

Subject to provisions of the SEBI ICDR Regulations, the Companies Act and other applicable laws, Our Company reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date, a public notice within 2 (Two) working days of the Issue Closing Date i.e. [•], or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisement has appeared and the Stock Exchanges will also be informed promptly.

The Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (One) working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges.

If our Company withdraws the Issue at any stage including after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh offer document with the stock exchanges where the Equity Shares may be proposed to be listed.

IMPORTANT

1. Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form, the Rights Entitlement Letter are an integral part of the conditions of this Draft Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected.

2. All enquiries in connection with this Draft Letter of Offer, the Rights Entitlement Letter or Application Form must be addressed (quoting the Registered Folio Number or the DP ID and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed "OM METALLOGIC LIMITED – RIGHT ISSUE" on the envelope and postmarked in India or in the email) to the Registrar at the following address:

Skyline Financial Services Pvt. Ltd
D-153A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Tel No.: 011-40450193-197
Fax No.: 011-26812683
Website: www.skylinerta.com
E-mail ID: admin@skylinerta.com
Contact Person: Mr. Virender Rana
SEBI Registration No: INR000003241

In accordance with SEBI Rights Issue Circulars, frequently asked questions and online/ electronic dedicated investor helpdesk for guidance on the Application process and resolution of difficulties faced by the Investors will be available 88 on the website of the Registrar www.skylinerta.com. Further, helpline numbers provided by the Registrar for guidance on the Application process and resolution of difficulties are 011-40450193-197.

3. This Issue shall remain open for a minimum period of seven days and a maximum period of thirty days, subject to the overall timeline prescribed under Regulation 85 of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

There are two routes through which foreign investors may invest in India. One is the "*automatic route*", where no government approval is required under Indian foreign exchange laws to make an investment as long as it is within prescribed thresholds for the relevant sector. The other route is the "*government route*", where an approval is required under foreign exchange laws from the relevant industry regulator, prior to the investment.

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise way such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors. The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the consolidated FDI Policy Circular of 2020 ***('FDI Circular 2020')***, which, with effect from October 15, 2020, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2020 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict, the relevant notification under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 will prevail. The payment of inward remittance and reporting requirements are stipulated under the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 issued by RBI The FDI Circular 2020, issued by the DPIIT, consolidates the policy framework in place as on October 15, 2020, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that

(i) The activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI (SAST) Regulations
(ii) The non- resident shareholding is within the sectoral limits under the FDI Policy; and

(iii) The pricing is in accordance with the guidelines prescribed by SEBI and RBI.

No investment under the FDI route (i.e., any investment which would result in the investor holding 10% or more of the fully diluted paid-up equity share capital of the Company or any FDI investment for which an approval from the government was taken in the past) will be allowed in the Issue unless such application is accompanied with necessary approval or covered under a pre-existing approval from the government. It will be the sole responsibility of the investors to ensure that the necessary approval or the pre-existing

approval from the government is valid to make any investment in the Issue. Our Company will not be responsible for any allotments made by relying on such approvals. Please also note that pursuant to Circular no. 14 dated September 16, 2003, issued by RBI, Overseas Corporate Bodies have been derecognized as an eligible class of investors and RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs)) Regulations, 2003. Any Investor being an OCB is required not to be under the adverse notice of RBI and in order to apply for this issue as an incorporated non-resident must do so in accordance with the FDI Circular 2020 and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019. Further, while investing in the Issue, the Investors are deemed to have obtained the necessary approvals, as required, under applicable laws and the obligation to obtain such approvals shall be upon the Investors. Our Company shall not be under an obligation to obtain any approval under any of the applicable laws on behalf of the Investors and shall not be liable in case of failure on part of the Investors to obtain such approvals.

The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

RESTRICTIONS ON PURCHASES AND RESALES

Eligibility and Restrictions

General

No action has been taken or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares to occur in any jurisdiction, or the possession, circulation, or distribution of this Draft Letter of Offer or any other Issue Material in any jurisdiction where action for such purpose is required, except that this Draft Letter of Offer will be filed with SEBI and the Stock Exchange.

Pursuant to the requirements of the SEBI ICDR Regulations and other applicable laws, the Rights Entitlements will be credited to the demat account of the Eligible Equity Shareholders who are Equity Shareholders as on the Record Date, however, the Issue Materials will be sent/ dispatched only to such Eligible Equity Shareholders who have provided an Indian address to our Company and only such Eligible Equity Shareholders are permitted to participate in the Issue. The credit of Rights Entitlement does not constitute an offer, invitation to offer or solicitation for participation in the Issue, whether directly or indirectly, and only dispatch of the Issue Material shall constitute an offer, invitation or solicitation for participation in the Issue in accordance with the terms of the Issue Material. Further, receipt of the Issue Materials (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in (i) the United States or (ii) any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorized or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Draft Letter of Offer and any other Issue Materials must be treated as sent for information only and should not be acted upon for subscription to Rights Equity Shares and should not be copied or re-distributed, in part or full. Accordingly, persons receiving a copy of the Issue Materials should not distribute or send the Issue Materials in or into any jurisdiction where to do so, would or might contravene local securities laws or regulations, or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If Issue Material is received by any person in any such jurisdiction or the United States, they must not seek to subscribe to the Rights Equity Shares.

The Rights Entitlement and the Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer and any other Issue Materials may not be distributed, in whole or in part, in or into in (i) the United States or (ii) or any jurisdiction other than India except in accordance with legal requirements applicable in such jurisdiction.

Investors are advised to consult their legal counsel prior to accepting any provisional allotment of Rights Equity Shares, applying for excess Rights Equity Shares or making any offer, renunciation, sale, resale, pledge or other transfer of the Rights Entitlements or the Rights Equity Shares.

This Draft Letter of Offer and its accompanying documents are supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

Each person who exercises the Rights Entitlements and subscribes for the Rights Equity Shares, or who purchases the Rights Entitlements or the Rights Equity Shares shall do so in accordance with the restrictions set out above and below.

No offer in the United States

The Rights Entitlements and the Rights Equity Shares have not been, and will not be, registered under the U.S Securities Act and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Rights Equity Shares are only being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act to Eligible Equity Shareholders located in jurisdictions where such offer and sale is permitted under the laws of such jurisdictions. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Rights Entitlements or Rights Equity Shares for sale in the United States or as a solicitation therein of an offer to buy any of the said securities. Accordingly, you should not forward or transmit this Draft letter of offer into the United States at any time.

Representations, Warranties and Agreements by Purchasers

The Rights Entitlements and the Rights Equity Shares offered outside the United States are being offered in offshore transactions in reliance on Regulation S. In addition to the applicable representations, warranties and agreements set forth above, each purchaser outside the United States by accepting the delivery of this Draft Letter of Offer and its accompanying documents, submitting an Application Form for the exercise of any Rights Entitlements and subscription for any Rights Equity Shares and accepting delivery of any Rights Entitlements or any Rights Equity Shares, will be deemed to have represented, warranted and agreed as follows on behalf of itself and, if it is acquiring the Rights Entitlements or the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, on behalf of each owner of such account (such person being the "purchaser", which term shall include the owners of the investor accounts on whose behalf the person acts as fiduciary or agent):

1. The purchaser (i) is aware that the Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the U.S. Securities Act and are being distributed and offered outside the United States in reliance on Regulation S, (ii) is, and the persons, if any, for whose account it is acquiring such Rights Entitlements and/or the Rights Equity Shares are, outside the United States and eligible to subscribe for Rights Entitlements and Rights Equity Shares in compliance with applicable securities laws, and (iii) is acquiring the Rights Entitlements and/or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.

2. No offer or sale of the Rights Entitlements or the Rights Equity Shares to the purchaser is the result of any "directed selling efforts" in the United States (as such term is defined in Regulation S under the U.S. Securities Act).

3. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for the Rights Equity Shares, and the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.

4. The purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Rights Equity Shares imposed by the jurisdiction of its residence, and (ii) is eligible to subscribe and is subscribing for the Rights Equity

Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

5. The purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares, and, if the purchaser is exercising the Rights Entitlements and acquiring the Rights Equity Shares as a fiduciary or agent for one or more investor accounts, the purchaser has the full power and authority to make the acknowledgements, representations, warranties and agreements contained herein and to exercise the Rights Entitlements and subscribe for the Rights Equity Shares on behalf of each owner of such account.

6. If any Rights Entitlements were bought by the purchaser or otherwise transferred to the purchaser by a third party (other than our Company), the purchaser was in India at the time of such purchase or transfer.

7. The purchaser is aware and understands (and each account for which it is acting has been advised and understands) that an investment in the Rights Entitlements and the Rights Equity Shares involves a considerable degree of risk and that the Rights Entitlements and the Rights Equity Shares are a speculative investment.

8. The purchaser understands (and each account for which it is acting has been advised and understands) that no action has been or will be taken to permit an offering of the Rights Entitlements or the Rights Equity Shares in any jurisdiction (other than the filing of this Draft Letter of Offer with SEBI and the Stock Exchange); and it will not offer, resell, pledge or otherwise transfer any of the Rights Entitlements except in India or the Rights Equity Shares which it may acquire, or any beneficial interests therein, in any jurisdiction or in any circumstances in which such offer or sale is not authorised or to any person to whom it is unlawful to make such offer, sale, solicitation or invitation except under circumstances that will result in compliance with any applicable laws and/or regulations.

9. The purchaser (or any account for which it is acting) is an Eligible Equity Shareholder and has received an invitation from our Company, addressed to it and inviting it to participate in this Issue.

10. None of the purchaser, any of its affiliates or any person acting on its or their behalf has taken or will take, directly or indirectly, any action designed to, or which might be expected to, cause or result in the stabilization or manipulation of the price of any security of our Company to facilitate the sale or resale of the Rights Entitlements or the Rights Equity Shares pursuant to the Issue.

11. Prior to making any investment decision to exercise the Rights Entitlements and renounce and/or subscribe for the Rights Equity Shares, the Investor (i) will have consulted with its own legal, regulatory, tax, business, investment, financial and accounting advisers in each jurisdiction in connection herewith to the extent it has deemed necessary; (ii) will have carefully read and reviewed a copy of this Draft Letter of Offer and its accompanying documents; (iii) will have possessed and carefully read and reviewed all information relating to our Company and our Group and the Rights Entitlements and the Rights Equity Shares which it believes is necessary or appropriate for the purpose of making its investment decision, including, without limitation, the Exchange Information (as defined below); (iv) will have conducted its own due diligence on our Company and this Issue, and will have made its own investment decisions based upon its own judgement, due diligence and advice from such advisers as it has deemed necessary and will not have relied upon any

recommendation, promise, representation or warranty of or view expressed by or on behalf of our Company or its affiliates (including any research reports) (other than, with respect to our Company and any information contained in this Draft Letter of Offer); and (vi) will have made its own determination that any investment decision to exercise the Rights Entitlements and subscribe for the Rights Equity Shares is suitable and appropriate, both in the nature and number of Rights Equity Shares being subscribed.

12. Without limiting the generality of the foregoing, (i) the purchaser acknowledges that the Equity Shares are listed on BSE and our Company is therefore required to publish certain business, financial and other information in accordance with the rules and practices of BSE (which includes, but is not limited to, a description of the nature of our Company's business and our Company's most recent balance sheet and profit and loss account, and similar statements for preceding years together with the information on its website and its press releases, announcements, investor education presentations, annual reports, collectively constitutes "Exchange Information"), and that it has had access to such information without undue difficulty and has reviewed such Exchange Information as it has deemed necessary; and (ii) none of our Company or any of its affiliates has made any representations or recommendations to it, express or implied, with respect to our Company, the Rights Entitlements, the Rights Equity Shares or the accuracy, completeness or adequacy of the Exchange Information.

13. The purchaser acknowledges that (i) any information that it has received or will receive relating to or in connection with this Issue, and the Rights Entitlements or the Rights Equity Shares, including this Draft Letter of Offer and the Exchange Information (collectively, the "Information"), has been prepared solely by our Company; and (ii) neither any intermediary nor any of their affiliates has verified such Information, and no recommendation, promise, representation or warranty (express or implied) is or has been made or given by any intermediary or its affiliates as to the accuracy, completeness or sufficiency of the Information, and nothing contained in the Information is, or shall be relied upon as, a promise, representation or warranty by any intermediary or any of its affiliates.

14. The purchaser will not hold our Company or its affiliates responsible for any misstatements in or omissions to the Information or in any other written or oral information provided by our Company to it.

15. The purchaser understands that its receipt of the Rights Entitlements and any subscription it may make for the Rights Equity Shares will be subject to and based upon all the terms, conditions, representations, warranties, acknowledgements, agreements and undertakings and other information contained in this Draft Letter of Offer and the Application Form. The purchaser understands that none of our Company, the Registrar or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of us have reason to believe is in the United States, or is ineligible to participate in this Issue under applicable securities laws.

16. The purchaser subscribed to the Rights Equity Shares for investment purposes and not with a view to the distribution or resale thereof. If in the future the purchaser decides to offer, sell, pledge or otherwise transfer any of the Rights Equity Shares, the purchaser shall only offer, sell, pledge or otherwise transfer such Rights Equity Shares (i) outside the United States in a transaction complying with Rule 903 or Rule 904 of Regulation S and in accordance with all applicable laws of any other jurisdiction, including India or (ii) in the United States pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

17. The purchaser is, and the persons, if any, for whose account it is acquiring the Rights Entitlements and the Rights Equity Shares are, entitled to subscribe for the Rights Equity Shares.

18. If the purchaser is outside India, the sale of the Rights Equity Shares to it will not require any filing or registration by, or qualification of, our Company with any court or administrative, governmental or regulatory agency or body, under the laws of any jurisdiction which apply to the purchaser or such persons.

19. If the purchaser is outside India, the purchaser, and each account for which it is acting, satisfies (i) all suitability standards for investors in investments in the Rights Entitlements and the Rights Equity Shares imposed by all jurisdictions applicable to it, and (ii) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of all jurisdictions of residence.

20. The purchaser is authorized to consummate the purchase of the Rights Equity Shares sold pursuant to this Issue in compliance with all applicable laws and regulations.

21. Except for the sale of Rights Equity Shares on one or more of the Stock Exchange, the purchaser agrees, upon a proposed transfer of the Rights Equity Shares, to notify any purchaser of such Equity Shares or the executing broker, as applicable, of any transfer restrictions that are applicable to the Rights Equity Shares being sold.

22. The purchaser shall hold our Company harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of its representations, warranties or agreements set forth above and elsewhere in this Draft Letter of Offer. The indemnity set forth in this paragraph shall survive the resale of the Rights Equity Shares.

23. The purchaser acknowledges that our Company, its affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following material documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than 2 (Two) years prior to the date of this Draft Letter of Offer) which are or may be deemed material have been entered or are to be entered into by our Company. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 A.M. and 5 P.M. on all working days from the date of filing of the Letter of Offer until the Issue Closing Date. The copies of these contracts and also the documents for inspection referred to hereunder, would be available on the website of the Company at www.ommetallogic.com from the date of this Draft Letter of Offer until the Issue Closing Date.

MATERIAL CONTRACTS FOR THE ISSUE

1. Registrar Agreement dated 10th August, 2026.

2. Bankers to the Issue Agreement dated **[●]**, amongst our Company, and the Registrar to the Issue and the Escrow Collection Bank(s).

3. Tripartite Agreement between our Company, National Securities Depository Limited (NSDL) and Registrar to the Issue;

4. Tripartite Agreement between our Company, Central Depository Services (India) Limited (CDSL) and Registrar to the Issue;

5. Monitoring Agency Agreement dated 3rd September, 2026, amongst our Company, the Registrar to the Issue, and the Monitoring Agency to the Issue.

MATERIAL DOCUMENTS IN RELATION TO THE ISSUE

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company;

2. Certificates of Incorporation of our Company;

3. Resolution of our Board of Directors dated 10th August, 2026, approving the Rights Issue;

4. Resolution of our Board dated 10th August, 2026, approving the Draft Letter of Offer;

5. Financial Statements of the Company for the last three years for the financial year ended 31st March, 2024, 2025 and 2026;

6. Resolution of our Board of Directors dated [●] finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio;

7. Resolution of our Board of Directors dated [●], approving the Letter of Offer;

8. Consents of our Directors, Bankers to our Company, Bankers to the Issue and the Registrar to the Issue for inclusion of their names in the Letter of Offer to act in their respective capacities;

9. Report on Statement of Special Tax Benefits dated 10th August, 2026, for our Company from the Statutory Auditors of our Company;

10. In-principle approval issued by BSE dated [●].

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without notice to the Eligible Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify that no statements made in this Draft Letter of Offer contravene any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder, or regulations issued thereunder, as the case may be. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, the Government of India and any other competent authority in this behalf, have been duly complied with.

We further certify that all disclosures made in this Draft Letter of Offer are true and correct.

Name	Signature
Mr. Manish Sharma Managing Director DIN: 02494864	Sd/-
Mrs. Seema Sharma Executive Director DIN: 03641944	Sd/-
Mrs. Kajal Garg Non Executive and Independent Director DIN: 11100385	Sd/-
Mr. Neeraj Bajaj Non Executive and Independent Director DIN: 10674352	Sd/-
Mrs. Deepali Sehgal Kulshrestha Non Executive and Independent Director DIN: 10192105	Sd/-
Mr. Tulsiram Chief Financial Officer	Sd/-
Mr. Prachi Gupta Company Secretary and Compliance officer	Sd/-

Place: Faridabad, Haryana
Date: 15th October, 2026