भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

प्रबंधक/ Manager
RAC-निर्गम एवं सूचीबद्धता प्रभाग-1/RAC-Division of Issues and Listing-1
निगम वित्त विभाग/Corporation Finance Department
दूरभाष सं./Phone: +91 22 2644 9969
ई-मेल/Email: ishanpm@sebi.gov.in

February 20,2026
HO/49/11/11(61)2026-CFD-RAC-DIL1 I/5331/2026

D&A Financial Services Private Limited
13, Community Centre, 2nd Floor,
East of Kailash, New Delhi - 110065

Kind Attn.: Mr. Priyaranjan, Vice President – D & A Financial Services (P) Limited

Sir,

विषय /Sub: Alpine Texworld Limited का प्रस्तावित आईपीओ /Proposed IPO of Alpine Texworld Limited

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

With reference to the draft offer document in respect of captioned issue, clarifications sought by SEBI and the replies submitted therein, it is stated that on scrutiny of the same, deficiencies / instances of non-compliance of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as SEBI (ICDR) Regulations, 2018) and instructions have been observed, which are required to be rectified / complied with by you before filing the offer document with the Stock Exchange and/ or ROC. Observations on the captioned issue and other conditions to be complied with are indicated in Annexure 'I' and 'II'. It may be noted that the deficiencies / requirement of additional disclosures listed in the Annexure are merely illustrative and not exhaustive. It is your responsibility to ensure full and true disclosures.

1. बुक रनिंग लीड मैनेजर होने के नाते, आप यह सुनिश्चित करेंगे कि स्टॉक एक्सचेंज / कंपनी रजिस्ट्रार के पास प्रस्ताव दस्तावेज दाखिल करने से पहले संलग्नक में दी हुई टिप्पणियों / शर्तों आदि के अनुसार प्रस्ताव दस्तावेज में बदलाव कर लिए जाएं । कंपनी रजिस्ट्रार / स्टॉक एक्सचेंज के पास अंतिम प्रस्ताव दस्तावेज दाखिल करने से पहले आपको हमें एक पत्र भेजकर इस बात की पुष्टि करनी होगी कि अपेक्षानुसार बदलाव कर लिए गए हैं और साथ ही यह भी बताना होगा कि प्रत्येक टिप्पणी / शर्त आदि के अनुसार बदलाव कैसे किए गए हैं । इसके अलावा और कोई भी बदलाव सेबी से लिखित सहमति लिए बिना नहीं किए जाएंगे ।
   As Book Running Lead Manager (LM), you shall ensure that all changes are effected based on the observations/ conditions contained in the Annexure before you file the offer document

with the stock Exchange/ ROC. A letter confirming these changes and explaining, in seriatim, the manner in which each observation / condition has been dealt with along with your comments should be submitted to us, before filing the final offer document with ROC / Stock Exchange. **NO FURTHER CHANGES SHOULD BE EFFECTED WITHOUT SPECIFIC WRITTEN CONSENT OF SEBI.**

2. यह स्पष्ट किया जाता है कि भारतीय प्रतिभूति और विनिमय बोर्ड (सेबी) के पास प्रस्ताव दस्तावेज (ऑफर डॉक्यूमेंट) दाखिल करने का अर्थ किसी भी तरह से यह न लगाया जाए कि सेबी द्वारा इसे मंजूरी प्रदान कर दी गई है। सेबी न तो इस बात की कोई जिम्मेदारी लेता है कि जिस स्कीम या परियोजना (प्रोजेक्ट) के लिए निर्गम (इश्यू) लाए जाने का प्रस्ताव है उसकी वित्तीय स्थिति अच्छी है और न ही इस बात की जिम्मेदारी लेता है कि प्रस्ताव दस्तावेज में दी गई जानकारी या व्यक्त की गई राय सही है। अग्रणी प्रबंधकों (लीड मैनेजर्स) ने यह प्रमाणित किया है कि प्रस्ताव दस्तावेज में जो प्रकटीकरण (डिस्क्लोज़र) किए गए हैं वे मोटे तौर पर पर्याप्त हैं और जो प्रकटीकरणों (डिस्क्लोज़र) तथा निवेशक संरक्षण के संबंध में उस समय लागू सेबी के विनियमों के प्रावधानों के अनुसार किए गए हैं। अग्रणी प्रबंधक यह भी सुनिश्चित करेंगे कि ऐसा भारतीय प्रतिभूति और विनिमय बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 [सेबी (इश्यू ऑफ कैपिटल एंड डिस्क्लोज़र रिक्वायरमेंट्स) रेग्यूलेशन्स, 2018] के अनुसार भी किया जाए। ऐसा करना इसलिए जरूरी है, ताकि निवेशक प्रस्तावित निर्गम (इश्यू) में निवेश करने के संबंध में सोच-समझकर निर्णय ले सकें।
It is to be distinctly understood that submission of offer document to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the offer document. The LMs have certified that the disclosures made in the offer document are generally adequate and are in conformity with SEBI regulations for disclosures and investor protection in force for the time being. The LMs are advised to ensure the same with respect to SEBI (ICDR) Regulations, 2018. This requirement is to facilitate investors to take an informed decision for making investment in the proposed issue.

3. यह भी पूरी तरह से स्पष्ट किया जाता है कि यद्यपि इस बात की जिम्मेदारी मुख्य रूप से निर्गमकर्ता (इश्युअर) कंपनी की होती है कि प्रस्ताव दस्तावेज में समस्त जरूरी जानकारी प्रकट की जाए और जो सही और पर्याप्त हो, फिर भी अग्रणी प्रबंधकों (लीड मैनेजर्स) से अपेक्षित है कि वे यह सुनिश्चित करने के लिए पूरी तत्परता (ड्यू डिलिजेंस) बरतें कि कंपनी अपनी जिम्मेदारियाँ सही ढंग से निभाए, और इसी उद्देश्य से अग्रणी प्रबंधकों ने भारतीय प्रतिभूति और विनिमय बोर्ड (मर्चेंट बैंककार) विनियम, 1992 [सेबी (मर्चेंट बैंकर्स) रेग्यूलेशन्स, 1992] के अनुसार सेबी के पास पूरी तत्परता बरते जाने के संबंध में तारीख September 26, 2025 का प्रमाणपत्र (ड्यू डिलिजेंस सर्टिफिकेट) प्रस्तुत किया है।
It should also be clearly understood that while the Issuer Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the offer document, the LMs are expected to exercise Due Diligence to ensure that the Company discharges its responsibility adequately in this behalf and towards this purpose, the LMs have furnished to SEBI a Due Diligence Certificate dated September 26, 2025, in accordance with SEBI (Merchant Bankers) Regulations, 1992.

4. हालाँकि, कंपनी प्रस्ताव दस्तावेज दाखिल कर देने से ही कंपनी अधिनियम, 2013 की धारा 34 के तहत दी गई किसी भी बाध्यता से मुक्त नहीं हो जाती या वह कानूनी प्रावधानों के अनुसार ली जाने वाली मंजूरी या ऐसी कोई अन्य मंजूरी लेने से मुक्त नहीं हो जाती, जो प्रस्तावित निर्गम के संबंध में लेनी जरूरी हो। हालाँकि, सेबी प्रस्ताव दस्तावेज में कोई अनियमितता या कमी पाए जाने पर कभी भी अग्रणी प्रबंधकों के खिलाफ कार्रवाई कर सकता है।
The filing of offer document does not, however, absolve the company from any liabilities under Section 34 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed issue.

SEBI further reserves the right to take up, at any point of time, with the LMs any irregularities or lapses in offer document.

5. किसी भी प्रचार सामग्री या विज्ञापन में ऐसा कुछ भी उल्लेख नहीं किया जाएगा, जो प्रारूप प्रस्ताव दस्तावेज (ड्राफ्ट ऑफर डाक्यूमेंट) में दी गई जानकारी से भिन्न हो । इस संबंध में आपका ध्यान विशेष रूप से कंपनी अधिनियम, **2013** की धारा **36** के प्रावधानों की ओर आकर्षित किया जाता है ।
Any publicity materials / advertisements should not contain matters extraneous to the information contained in the draft offer document. **Attention is specifically drawn to the provisions of Section 36 of the Companies Act, 2013.**

6. अग्रणी प्रबंधक यह सुनिश्चित करें कि भारतीय प्रतिभूति और विनिमय बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 के विनियम 25(1) और अनुसूची- III के अनुसार उपरोक्त निर्गम (इश्यू) के संबंध में फाइलिंग फीस की गणना किस प्रकार की गई है उसका एक विस्तृत विवरण, यथास्थिति, कंपनी रजिस्ट्रार के यहाँ प्रॉस्पेक्टस दाखिल किए जाने के सात दिनों के भीतर / स्टॉक एक्सचेंज के पास प्रस्ताव-पत्र (लेटर ऑफ ऑफर) दाखिल किए जाने के सात दिनों के भीतर, सेबी के पास प्रस्तुत कर दिया जाए और साथ ही अब तक अदा की गई फाइलिंग फीस का ब्यौरा भी दिया जाए ।
The LMs are advised to ensure that a detailed calculation of filing fees in relation to the captioned issue in terms of regulation 25(1) and Schedule III of the SEBI (ICDR) Regulations, 2018 is submitted to SEBI within seven days of filing the Prospectus with ROC/ within seven days of filing the Letter of Offer with the stock exchange, as the case may be, along with details of filing fees paid till date.

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

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

आपने जो फीस अदा की है, यदि वह वास्तव में अदा की जाने वाली फीस से अधिक हो, तो ऐसे में आप सेबी को सूचित करेंगे कि कितनी फीस लौटाई जानी है, साथ ही आप यह भी बताएंगे कि आपने लौटाई जाने वाली फीस की रकम की गणना कैसे की है और सेबी को किसके नाम पर चेक जारी करना होगा ।
If filing fees paid by you are more than the actual fees required to be paid, you are advised to inform SEBI about the amount to be refunded, along with detailed calculation of amount refundable and name of the person in whose favour the cheque may be issued by SEBI.

7. प्रस्तावित निर्गम (इश्यू) इस अभिमत पत्र के जारी होने की तारीख से 12 महीनों के भीतर पैसा लगाने (अभिदान करने / सब्स्क्रिप्शन) के लिए खोला जा सकता है ।
The proposed issue can open for subscription within a period of 12 months from the date of issuance of this observation letter.

8. आपसे अनुरोध है कि इस पत्र की प्राप्ति के दिवस के भीतर अपना उत्तर 15प्रस्तुत करें ।
You are requested to submit your response within 15 days of the receipt of this letter.

Ishan Pendam

स्थान /**Place:** मुंबई /**Mumbai**

Ishan Pendam
प्रबंधक/**Manager**

Annexure I

OBSERVATIONS

1. Please refer to the correspondences exchanged vide letter/emails dated October 16, 2025, October 30, 2025, December 17, 2025, December 31, 2025, January 05 ,2026, January 08, 2026, January 09, 2026, January 14, 2026 January 22,2026, January 23,2026 January 29,2026, January 30, 2026, February 03, 2026, February 06, 2026, February 09, 2026, February 10, 2026. In the above regard, LM is advised to ensure that the changes made pursuant to our initial clarifications and all correspondences exchanged are duly incorporated in the updated DRHP/ RHP/ Prospectus.

2. These observations while referring to a specific chapter or point, however the LM shall ensure to disclose the same across all pages/chapters where the same/similar matter occurs in the DRHP. The BRLM shall also ensure that these disclosures are made in all filings with SEBI as and when by the BRLM or wherever they are involved in the filing in any manner.

3. Wherever the LM has undertaken to modify the risk factors in its replies, the same shall be duly modified and incorporated in the updated DRHP/ RHP/ Prospectus.

4. Wherever the LM has mentioned "*Noted for compliance*" or "*Complied with and noted for compliance*" in its replies, LM shall ensure that the same are duly complied with.

5. The LM is advised to ensure that in the entire DRHP, the language used is lucid, usage of abbreviations is limited, abbreviations to be used in the para, if already quoted in the same page /heading, any expressions, jargons or nomenclatures from other languages or not commonly used, are explained clearly at every place where they are used.

6. LM is advised to ensure that the disclosure of risk factors is based on materiality, to be supported by quantifiable data to bring out the risk and to make cross-reference the exact page no. of DRHP, wherein the details of information has been disclosed.

7. LM is advised to ensure that the following details are provided in the UDRHP/RHP - Price at which specified security (including preference shares) was acquired in the last 3 years, by each of the promoters, promoter group, selling shareholders, shareholders entitled with right to nominate directors or any other rights. Following details may be disclosed for such transactions in tabular format – name of acquirer, date of acquisition, number of shares acquired and acquisition price per share.

8. Sequencing of the chapters in the offer document shall be strictly in terms of the Schedule VI of SEBI (ICDR) Regulations, 2018.

9. Summary of the Offer Document- Simple conversational language to be used. No abbreviations shall be used.

10. Definitions and Abbreviations- for Technical, Company / Industry related Terms or Abbreviations, along with the expanded form, suitable meaning / explanation to be provided in simple language.

11. LM is advised to disclose KPIs in abbreviations section of DRHP.

12. LM is advised to ensure and confirm that all financial information disclosed in DRHP is certified by Chartered accountant/ statutory auditor of the company and such certificates shall form part of material documents available for inspection.

13. LM is advised to verify all financial information/ information derived from financial statements disclosed in the DRHP. All such information/ data disclosed shall also be certified by independent chartered accountant/ statutory auditor. Capacity/ production, etc. related relevant data shall also be certified by chartered engineer.

14. In the Forward looking statements, LM is advised to avoid the repetition of Risk Factors.

15. Risk Factors – Every Risk Factor shall be provided with a cross-reference to the detailed description of the facts/reasons in the updated DRHP / RHP, wherever applicable. Any past instances in the last three financial years and stub period and their impact, if material, shall be disclosed in Risk factors.

16. When disclosing the status of government approvals in the Risk Factors, LM is advised to include a cross reference with specific page numbers to other sections where the disclosures are made. If approval has a validity, the same shall be mentioned. Consequences of withdrawal of licenses/approval shall be provided.

17. Clause 24 (3) of SEBI (ICDR) Regulations, 2018, requires LM to exercise due diligence and satisfy himself about all aspects of the issue including the veracity and adequacy of disclosures in the offer document. In view of the same, LM is advised to ensure that:
    i. The offer document shall not contain any information where no responsibility is taken by the BRLMs or the Issuer Company / Expert.
    ii. The "Industry Overview" section represents a fair and true view of the comparable industry scenario and the same is neither exaggerated nor have any underlying assumptions been omitted for investors to make an informed decision.
    iii. LM is further advised to include industry report in the list of material documents for inspection and also provide a link in the offer document for online access of industry report.

18. LM is advised to confirm that there has been no instance triggering deemed public issue under Companies Act 2013.

19. LM is advised to disclose updated financial information, with applicable regulatory requirements.

20. LM is advised to delete statements whereby any ranking/ achievement/ performance of the Issuer company basis any selective parameters are disclosed in comparison to assessed peers/ listed peers/ selected Indian peers only and not on Industry/ market wide performance of Issuer company from all sections except Industry Overview section.

21. LM is advised to confirm that there are no buyback arrangements for purchase of specified securities of the company.

22. LM is advised to confirm that there is no violation of any provision of Companies Act, 2013.

23. Legal and Other Information:

i. LM is advised to identify and include risk factor for material litigation, if any, which may adversely affect the company.
ii. LM shall update the details of the status of litigation with the latest/ updated position of litigations against promoter/ promoter group entities/ company and the companies promoted by the issuer.
iii. LM is advised to ensure the disclosures of all actions taken by the statutory and regulatory authority.

24. LM shall disclose the details of the pledged shares held by the promoters/promoter group in the Issuer Company / its subsidiaries.

25. LM is advised to adhere to the following conditions:
    i. UDRHP is filed with SEBI not less than seven working days prior to submission of the draft advertisement for announcement of price band advertisement.

    ii. UDRHP shall contain necessary updated disclosures *justifying the offer price* under Section – *"Basis for offer price"*, *"Risk Factors"* etc., particularly emphasizing on appropriate Key Performance Indicators as applicable to the industry in which the issuer company operates in quantitative terms, (*For illustration, P/E ratio in case DRHP is filed under Regulation 6 (1) of the ICDR Regulations (and /or) Market Cap / Total Revenue ratio in case DRHP is filed under Regulation 6(2) of the ICDR Regulations*), with corresponding suitable explanations so as to justify the offer price.

26. LM is advised to ensure that the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

27. LM is advised to disclose the details of all profit sharing arrangements involving the Issuer, promoters, promoter group, directors and shareholders, if any.

28. Ensure that details of the Directors in the section titled "Management" clearly depicts if any director is a nominee. If so, please also disclose the details who have nominated them. Similarly, such details to be disclosed for the KMPs as well. Please also confirm that apart from that disclosed in the offer document, there are no other nominee directors, KMPs or other persons etc. appointed on behalf any of the shareholders or any other person.

29. LM is advised to verify and disclose if the name of any of the directors, promoter and promoter group persons is appearing in the list of directors of struck-off companies by ROC/ MCA. Also verify and disclose if the name of the promoter group companies and group companies is appearing in the list of struck-off companies by ROC/ MCA.

30. LM to disclose all the complaints received so far, if any and forwarded by SEBI for comments be under material documents available for inspection along with their respective replies.

31. With respect to all the complaints received by LM/Company and complaints forwarded by SEBI, LM is advised to ensure that there is adequate redressal of the complaint and relevant disclosures, if required, are made in the Red Hearing Prospectus and other Offer related material along with the disclosures of the Financial Impact of the same, if any.

Further, LM is advised to incorporate a prominent Risk Factor, if required, for such complaints received.

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

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

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

35. LM is advised to disclose offer expense to be borne by the issuer vis-à-vis Gross Fresh proceeds only (excluding expenses for OFS). LM is advised to ensure that Net offer should be calculated as Proceeds from Fresh issuance deducted by offer expense to be borne by the issuer.

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

"Risks to Investors:

i. The [to be disclosed] Merchant Bankers associated with the issue have handled [to be disclosed] public issues in the past three years out of which [to be disclosed] issues closed below the issue price on listing date."

ii. Any adverse data in the basis for issue price should be disclosed. For example:

- *"The Price/Earnings ratio based on diluted EPS for [latest full financial year] for the issuer at the upper end of the Price band is as high as [to be disclosed] as compared to the average industry peer group PE ratio of [to be disclosed]."*

  [if average industry peer group PE ratio is not available, then P/E of Nifty Fifty may be disclosed]

- *"Average cost of acquisition of equity shares for the selling shareholders in IPO is [to be disclosed] and offer price at upper end of the price band is [to be disclosed]."*

- *"Weighted Average Return on Net Worth for [last three full financial years] is [to be disclosed] %."*

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

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

38. In respect of advertisement for announcement of Price Band, LM shall ensure the following is included:
    i. Recommendation of the Committee of Independent Directors that the price band is justified vis-à-vis the last round of fund raising giving quantitative factors / KPIs.
    ii. The portion pertaining to "Risks to Investors" shall constitute at least 33% of the price band advertisement space.
    iii. LM shall ensure that all issuer companies filing offer document should provide - Price at which specified security was acquired in the last 3 years, by each of the promoters, promoter group, selling shareholders, shareholders entitled with right to nominate directors or any other rights. Following details may be disclosed for such transactions in tabular format – name of acquirer, date of acquisition, number of shares acquired and acquisition price per share.
    iv. The risks to investors shall include weighted average cost of acquisition of all shares transacted in last 3 years and 1 year, from the date of RHP, in the following format:

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

    v. The font size for price band and "Risk to investors" should be increased to match the font of BID/Offer Programme.
    vi. Matters related to ASBA and UPI may be brought subsequent to Price Band, Risks to Investors, Bid/ Offer Programme and other offer details, and can be of smaller font.
    vii. The portion pertaining to "BRLMs" shall not constitute more than 10% of the price band advertisement space.

39. LM shall ensure that the details with respect to Offer for Sale be separately disclosed in the Price Band advertisement and details of selling shareholders be presented in a tabular format.

40. LM shall ensure that the range of acquisition price (lowest price-highest price), as disclosed in the RHP and Price Band advertisement, should not be 'Nil' and be computed exclusive of bonus and gift.

41. LM is advised to disclose major risk factors concisely in the "Risk to investors" section of the Price Band Advertisement.

42. LM shall ensure that the details of past issues handled by BRLMs, which closed below the offer price on the listing date, to be published in the below mentioned format:

BRLMs	**Total Issues**	**Issues closed below IPO Price on listing date**
BRLM 1/ BRLM 2/ BRLM 3		
Common issues of BRLMs		
Total		

43. LM to confirm/disclose that all special rights, if any shall cease to exist at the time of listing.

44. LM to confirm/disclose that all shares are *pari passu* in all respects, in compliance with SEBI ICDR Regulations, 2018.

45. Disclosure of UDIN in offer document – Wherever certificates of chartered accountants are mentioned/referred to in the offer document, LM to ensure that UDIN (Unique Document Identification Number) of these certificates are also mentioned alongside these certificate details

46. Industry and Market Data – LM to ensure that the CARE report is made part of documents available for inspection.

47. It is observed that strong statements, adjectives and superlative language are used in the DRHP, including the below mentioned instances. LM is advised to back and substantiate these claims with data or consider using more neutral language across the document.

48 **Category A: Revenue Quality & Financial Engineering**

LM is advised to clarify the rationale and accounting propriety of reclassifying Government Subsidies (₹36.63 million in FY25) from "Other Income" to "Revenue from Operations" in the Restated Financials, and to disclose the impact of this reclassification on EBITDA margins to ensure investors are not misled regarding the Company's organic operational efficiency.

LM is requested to provide details on the severe divergence between the Standalone and Consolidated performance, specifically explaining why Standalone Revenue declined by ~22% (from ₹2,368 million in FY23 to ₹1,836 million in FY24), while the Consolidated growth narrative relies almost entirely on the inorganic addition of the subsidiary "Alpine Cottweave LLP."

LM is advised to include a specific risk factor quantifying the Company's dependence on the newly acquired subsidiary (Alpine Cottweave LLP) for its growth story, given that without this acquisition, the Company's core top-line appears to be contracting.

LM is requested to provide details regarding the sudden reduction in "Purchase of Traded Goods" from ₹260 million (FY23) to ₹6.7 million (FY24), and to clarify if this shift represents a permanent strategic exit from trading activities or a temporary measure to optically enhance margins prior to the IPO.

Category B: Leverage & Solvency Risks

LM is advised to justify the sustainability of the Company's capital structure, noting a Debt-to-Equity ratio of 3.14x (Total Debt ~₹1,660 million vs. Equity ~₹529 million), and to explain how the Company intends to service this debt load given the razor-thin Interest Coverage Ratio of ~1.3x (EBIT ~₹118 million vs. Finance Cost ~₹90 million).

LM is requested to provide details on the specific debt covenants associated with the borrowing facilities, particularly in light of the "Event of Default" clause cited in the financial footnotes which allows lenders to recall loans upon "material changes," and to clarify if the IPO itself or the promoter dilution triggers such covenants.

LM is advised to clarify the nature and terms of the ₹261 million in Unsecured Borrowings from Directors and Promoters, specifically whether these carry interest above market rates and if there is any understanding or intent to repay these effectively using IPO proceeds.

LM is requested to provide details justifying the commercially excessively high level of Trade Receivables (₹969 million), which represents nearly 41% of Consolidated Revenue, equating to a collection period of approximately 149 days, significantly higher than industry standards for textile manufacturing.

LM is advised to disclose the aging profile of these receivables, specifically highlighting the percentage of debtors outstanding for more than 180 days, and to confirm whether any of these major debtors are related parties or entities with common directorships, even if not legally classified as "Related Parties."

LM is requested to provide details on the sudden spike in Trade Payables, which more than doubled to ₹676 million in FY25 from previous levels, and to clarify if this increase is due to extended credit terms negotiated with suppliers or a liquidity constraint preventing timely payments.

Category C: Related Party Transactions (RPTs) & Governance

LM is advised to clarify the valuation methodology and commercial rationale used for the acquisition of 97% stake in Alpine Cottweave LLP from the Promoters in October 2024, just months before the IPO, and to confirm that the acquisition price was determined at arm's length to prevent promoter enrichment at the expense of the listed entity.

LM is requested to provide details regarding the ₹557 million in Corporate Guarantees extended by the Company to its subsidiary, and to explain the risk mitigation strategy should the subsidiary default, given that this guarantee amount exceeds the Company's entire Net Worth.

LM is advised to disclose the nature of the "Other Expenses" which have fluctuated significantly, and to specifically confirm that no personal expenses of the Promoters or related entities have been subsumed under general corporate overheads given the family-owned nature of the business.

Category D: Cash Flow & Use of Proceeds

LM is requested to provide details reconciling the Company's reported Profit After Tax (PAT) of ₹86 million (FY25) with its Operating Cash Flow, and to explain why the Company continues to burn significant cash on Capex (₹928 million in FY25) despite lacking sufficient internal accruals, thereby necessitating high-interest debt.

LM is advised to clarify if the "General Corporate Purposes" portion of the IPO proceeds will be utilized to service the interest or principal repayment of the high-cost debt identified in the balance sheet, effectively utilizing public money to deleverage the balance sheet rather than for growth.

49. Industry Research report

- LM is advised to strengthen the disclosure on captive solar policy risk (net-metering/banking changes, grid curtailment and settlement disputes with UGVCL), as the current risk factor only notes reliance on UGVCL and mentions installed rooftop/ground-mounted solar capacity without addressing these mechanics (Risk 26, p.53).

- LM is advised to include a risk factor on subsidy claw-back/recapture and eligibility slippage (including audit recoveries and consequences of non-compliance) under state textile incentive schemes, as the present disclosure focuses on dependency and amounts received but not on refund/withdrawal triggers (Risk 29, p.54).
- LM is advised to include a risk factor on co-location/correlation of operational assets within the same industrial cluster (MU-1/MU-2/subsidiary weaving unit in Paldi Kankaj), as existing disclosures cover Gujarat concentration and generic factory shutdowns but not the risk of a single incident causing multi-site outage and correlated loss (Risk 10, p.46; Risks 33 & 44, pp.56 & 60).
- LM is advised to include a risk factor on OEM technology lock-in and imported spares dependence (e.g., Toyotsu/Toyota air-jet looms), along with associated foreign-exchange exposure on capex and maintenance parts; current disclosure highlights quotation/ordering and schedule risks for MU-3 but not long-term parts/FX sensitivity (Risk 3, p.42; there is no operational FX risk factor elsewhere).
- LM is advised to strengthen the disclosure on environmental enforcement risk in Gujarat (heightened inspections, potential closure directions/production caps), beyond project-specific approvals, given pending CCA for Unit-2 and earlier operations prior to CTO; current text is largely procedural and generic (Risks 25 & 4, pp.52 & 42; Risk 36, p.58).
- LM is advised to include a risk factor on sectoral/cluster contagion in receivables—i.e., top customers concentrated in the same textile hub/end-market leading to correlated defaults and working-capital stress—since the existing factor details customer concentration but not correlated credit risk within the cluster (Risk 1, pp.38–39).
- LM is advised to avoid using the following paragraph (or any content of similar nature) in the DRHP: "We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable… the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable."
- LM is advised to delete or modify any disclaimer that undermines the credibility of third-party publications (e.g., statements such as "There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate" / "we cannot assure that they are complete or reliable… may be incomplete or unreliable"). It may be noted that under Regulation 70(3) of SEBI (ICDR) Regulations, 2018, the Lead Manager must ensure that all information, including that derived from industry reports, is current, reliable, and complete before submission to SEBI.

50. Litigations and Legal Actions

I. Litigation and Statutory Compliance

- **LM is requested to provide details of** the current status of the Special Leave Petition (SLP(Crl) No. 7915/2025) in the Supreme Court involving Promoter Sandeep Santkumar Agrawal, given that the DRHP mentions a tentative listing date of October 31, 2025, which has passed; the updated disclosure should clarify if any interim orders were passed that impact the Company's ability to recover the disputed ₹8.98 million.

- **LM is advised to clarify** the specific stage of the compounding application filed on September 5, 2025, regarding the 11-month delay in appointing a Company Secretary (from December 21, 2020, to November 1, 2021) and provide a management comment on the potential individual penalty exposure for Directors under Section 203 of the Companies Act, 2013.

- **LM is requested to provide details of** the 10 consolidated GST/Tax demand cases amounting to ₹18.39 million, specifically clarifying whether any portion of the ₹15.01 million GST demand is related to the "inverted duty structure" prevalent in the textile sector and if any stay orders have been obtained against these demands.

- **LM is advised to clarify** the reliability of "alternative documents" used to reconstruct the Company's secretarial history in instances where official ROC filings were found to be erroneous, such as the board resolution attached to Form CHG-1 which incorrectly stated "100 shares of ₹25 each" instead of "2,500 equity shares of ₹10 each."

II. Operational and Environmental Risks

- **LM is requested to provide details of** the current status of the Consolidated Consents and Authorization (CCA) for Manufacturing Unit 2, which commenced operations in March 2025; specifically, the LM should comment on the legal risk of "closure notices" or power disconnection while the application remains pending with the Gujarat Pollution Control Board (GPCB).

- **LM is advised to clarify** the contingency plan for the "Proposed Manufacturing Unit 3" expansion (₹320.83 million object) should the GPCB refuse or significantly delay the 'Consent to Establish' (CTE) license, which was still in the "application submitted" stage as of September 22, 2025.

- **LM is requested to provide details of** the Company's strategy for Manufacturing Unit 2 upon the expiry of its current leasehold on September 30, 2027, considering the unit is leased from a related party (Alpine Weaving Private Limited) and contains heavy spinning machinery that would be costly and disruptive to relocate.

III. Financial Profile and Debt Sustainability

- **LM is advised to clarify** the rationale behind the sharp escalation in the Debt-to-Equity ratio to 3.25 in FY2025 (from 1.80 in FY2024), and provide a comment on the Company's ability to service total borrowings of ₹1,660.90 million if the IPO proceeds intended for debt repayment (₹522.00 million) are not received in the projected timeframe.

- **LM is requested to provide details of** any "Technical Events of Default" that may have been triggered under the consortium agreement with Saraswat Co-Operative Bank and SVC Co-Operative Bank due to the identified historical secretarial non-compliances and ROC filing errors.

- **LM is advised to clarify** how the Company plans to manage the validity of vendor quotations for Unit 3 machinery, noting that the quotation from Toyotsu Machinery Corporation is valid for only one month, which is significantly shorter than the typical timeline between DRHP filing and machinery procurement post-listing.

IV. Related Party and Concentration Risks

- **LM is requested to provide details of** the arm's-length basis for the land acquisition agreement dated November 12, 2024, involving properties in Gangad and Paldi Kankaj previously held by the Promoter and his father, including the specific valuation methodology used to arrive at the purchase price.

- **LM is advised to clarify** the impact of the high geographic concentration (97.34% of FY2025 revenue from Gujarat) on the Company's risk profile, specifically providing data on any past disruptions caused by state-specific regulatory changes or power tariff fluctuations in the Ahmedabad textile cluster.

- **LM is requested to provide details of** the lack of long-term firm commitment agreements with the top 10 customers, who accounted for 70.19% of FY2025 revenue, and explain what legal safeguards the Company has implemented to prevent sudden order cancellations from major buyers like Umang Textile or Hriyansh Creation.

51. KEY REGULATIONS AND POLICIES

- LM is advised to add a section on securities law applicability from the commencement of the issue process. The LM is advised to include a summary of securities law which will apply on the company becoming an equity listed company.

- LM is advised to provide details of any action taken or ongoing proceedings by relevant authorities on safety, environmental, or consumer protection matters in the last three years, or to include a negative statement if none. An appropriate risk factor should also be incorporated.

52. Objects of the Issue

- LM is advised to clarify whether the land on which Proposed Manufacturing Unit 3 is being set up is free from all encumbrances, has a clear title, and is duly registered in the name of the Company, since the land details are disclosed but an explicit confirmation on encumbrances and title is not provided.

- LM is advised to include details of the percentage and value (in monetary terms) of plant and machinery for which orders are yet to be placed, as the draft states that no orders have been placed but does not quantify the same as required.
- LM is advised to include details of infrastructure facilities for raw materials and utilities such as water and power for Proposed Manufacturing Unit 3, beyond electrification, as required for a project funded out of the Issue proceeds.
- LM is advised to clarify whether the project is being implemented in phases and, if so, to separately disclose the cost of each phase, including any phase already implemented, since only an overall schedule is provided without an explicit phase-wise cost break-up.
- LM is advised to include details of funds already deployed towards the project, certified by the statutory auditor along with the date of such certificate, as required where funds are proposed to be deployed for a project, even though the amount deployed is stated as Nil.
- LM is advised to include details of promoters' contribution, if any, brought prior to the Issue and utilized towards the stated objects, along with a statutory auditor-certified cash flow statement, or an explicit negative confirmation if no such promoters' contribution has been deployed.
- LM is advised to provide detailed justification for the selection of specific loans proposed to be repaid or prepaid, explaining the basis for choosing such borrowings (for example, relative cost, tenure or strategic considerations), beyond the general rationale of reducing indebtedness.
- LM is advised to replace references to "Net Proceeds" with "Gross Proceeds" wherever the discussion relates to monitoring, utilization, interim use, or variation of IPO funds, to ensure consistency with SEBI (ICDR) Regulations and correct monitoring scope.
- LM is advised to ensure that the monitoring of utilization explicitly covers the funds, the period, and the amount allocated to each object, as the current disclosure does not comprehensively and expressly capture all three elements together.
- LM is advised to modify the section heading to "Monitoring of Utilization of Funds, Period, and Amount, and Variation in Objects in Terms of Period and Amount" to align the heading with the full scope of disclosures required under SEBI regulations.
- LM is advised to clarify that variations in the object, period, or amount of utilization require shareholder approval and disclosure, and not restrict the disclosure only to variation in objects.
- LM is advised to ensure and confirm that the funds kept with banks out of the public issue proceeds and pending utilization shall not have any lien of any nature created on the underlying funds, as the current interim use disclosure does not expressly state the "no lien" condition.

- LM is advised to disclose additional details of the proposed unidentified inorganic acquisition referred to under general corporate purposes, including the purpose, rationale, and expected strategic benefits to the company.

- LM is advised to remove or appropriately qualify statements permitting management flexibility or discretion in rescheduling or reallocating the utilization of proceeds, and clearly align such statements with the requirement of prior shareholder approval for any variation post-listing.

- LM is advised to disclose that the General Corporate Purposes (GCP) funds shall not be used for the specific objects of the proposed issue, as the current disclosure of GCP includes items such as repayment/prepayment of loans, purchase of equipment and machinery, and investment in subsidiary, which overlap with identified objects.

- LM is advised to ensure that funds allocated for General Corporate Purposes are not used for working capital needs, since the present GCP description expressly includes meeting working capital requirements of the Company and its subsidiary, creating ambiguity and overlap.

- LM is advised to separate General Corporate Purposes from acquisition or strategic investment funds and disclose them as distinct objects, as the inclusion of "investment in subsidiary" and "strategic initiatives" within GCP results in a combined and non-distinct disclosure.

- LM is advised to clarify and suitably limit the phrase "any other purpose, as may be approved by the Board" under General Corporate Purposes, as the current wording is open-ended and does not sufficiently define the permissible scope of GCP usage.

- LM is advised to ensure consistency and clarity in the scope of General Corporate Purposes across the Objects of the Issue table and the descriptive notes, particularly to avoid overlap with other stated objects and potential double counting.

- LM is advised to provide justification for the materiality of the General Corporate Purposes allocation, explaining the business rationale for such allocation, especially given the broad and multi-item scope presently included under GCP.

53. Our Business, Offer Document Summary

- LM is advised to clarify and disclose the details of the business model, nature of products, revenue model, and process of order procurement, along with associated risk factors, in the Summary of the Offer Document.

- LM is advised to disclose the reasons for the significant increase or decrease in key financial parameters such as revenue from operations, profit after tax, net worth and total borrowings across the reported financial years, along with appropriate cross-references in the DRHP.

- LM is advised to provide the organizational structure/diagram of the company and brief details about its subsidiary, including Alpine Cottweave LLP and its functional role within the group.

- LM is advised to provide the reason for not disclosing financial summary details for fiscal periods prior to Fiscal 2023 in the comparative performance tables, to ensure continuity of financial information.

- LM is advised to explain the process of due diligence undertaken while onboarding customers and vendors, including checks for financial soundness, regulatory compliance, and quality parameters.

- LM is advised to disclose the revenue and PAT contribution of the acquisition of Alpine Cottweave LLP and to substantiate statements indicating that such acquisition has helped deepen the Company's market position or improve operational efficiencies with supporting quantitative data.

- LM is advised to replace or suitably qualify qualitative and comparative statements such as "well positioned," "leading cotton producer," "significant milestone," and "healthy financial performance" with objective, measurable data or third-party validation, and to ensure consistency of such replacement across the offer document.

- LM is advised to clarify the basis for statements attributing growth and competitive advantage to promoter experience and supplier relationships by providing objective indicators (such as execution metrics, customer retention data, or scale of operations), to avoid any perception of promotional language.

- LM is advised to incorporate a structured, tabular disclosure categorizing all projects (including the proposed manufacturing expansion and solar projects) as completed, ongoing, or upcoming, and to avoid using non-standard/ambiguous status terms (if any), while also disclosing project-wise value, award/commencement date, completion/expected completion date, delays/bonuses (if applicable) and JV status (if applicable).

- LM is advised to disclose the year-wise number of projects and total contract value for the past three financial years and any stub period, to the extent the issuer is presenting itself as a project-based/infrastructure company in this section.

- LM is advised to ensure that the "Our Business" section is limited to issuer-specific KPIs and to relocate or appropriately contextualize industry-wide indicators, growth drivers, benchmarks, and competitive landscape disclosures derived from the CARE Report, which are currently interspersed within the business overview and strengths sections.

- LM is advised to disclose whether repeat orders from the same customer within a fiscal year are included in the order count or revenue analysis, and to clearly explain the methodology adopted for counting orders and assessing customer repeatability, if such metrics are relied upon.

- LM is advised to disclose the significant geographic revenue concentration (with over 97% of revenues derived from Gujarat across the disclosed periods) as a specific risk factor, highlighting the potential impact of regional disruptions on operations and financial performance.

54. Promoters, BoD, KMPs

- LM is advised to provide details of nominee directors and nominee KMPs, if any, including the identity of the nominating shareholder, along with an explicit confirmation that no other nominee directors/KMPs/persons exist and that all nomination rights terminate upon listing.

- LM is advised to provide an explicit confirmation on whether any premises are leased from Promoters, Promoter Group entities, Directors, KMPs or their relatives, and if so, to disclose counterparty details, key terms and conflict-of-interest mitigation.

- LM is advised to provide the number of Key Managerial Personnel and senior management personnel for each of the last three financial years.

- LM is advised to disclose the aggregate gross annual remuneration paid or payable to all Key Managerial Personnel, in addition to individual remuneration disclosures.

- LM is advised to disclose pre-issue and post-issue shareholding of Directors, KMPs, senior management personnel and Selling Shareholders, where applicable, in a consolidated and clear manner.

- LM is advised to provide a workforce break-up covering KMPs, senior managerial personnel and skilled/unskilled employees, together with attrition rates separately for each category.

- LM is advised to clearly disclose whether any Directors or KMPs are nominees or whether any shareholders are directly or indirectly employed in entities relevant from a governance or conflict-of-interest perspective.

- LM is advised to clearly explain the provenance and basis of brand association with the Company or its Directors, including ownership, licensing or assignment arrangements, with cross-references to intellectual property disclosures.

- LM is advised to disclose details of present and past nominee directors or observers appointed under shareholders' or other agreements, including names, nominating parties and tenure, with cross-references to material contracts.

- LM is advised to confirm whether any Director, Promoter or Promoter Group person appears in MCA/ROC struck-off company lists and to provide details, if applicable.

- LM is advised to include an appropriate risk factor where a majority of independent directors lack prior listed-entity board experience, if applicable.

- LM is advised to replace generic statements regarding directors' experience with specific prior roles, companies and tenures.

- LM is advised to remove boilerplate disclaimers relating to the Company's website and UPI/ASBA technical failures and ensure appropriate risk factor disclosures instead.
- LM is advised to confirm compliance with Regulation 17(1A) of the SEBI LODR Regulations, 2015, including shareholder approval requirements, if applicable.
- LM is advised to substantiate statements relating to an "experienced management team" by providing concrete details such as relevant industry experience, prior listed-entity roles, tenure and outcomes.
- LM is advised to define the term "additional independent director" of the issuer company and clarify the legal basis of such appointment, including whether such directors were appointed under Section 161 of the Companies Act, 2013 and subsequently regularized as independent directors.
- LM is advised to disclose whether statutory dues (PF, ESIC, GST, TDS and other employee-related payments) have been duly paid for all full-time employees for the past three financial years, including details of any pending amounts and reasons for delay, if any.
- LM is advised to specify, for each board member, whether the companies in which they hold directorships are listed or unlisted, non-profit (including Section 8) entities, or foreign companies, and to disclose the country of incorporation for such foreign entities.
- LM is advised to provide the aggregate gross annual remuneration paid or payable to all key managerial personnel as per their respective terms of appointment, in addition to individual remuneration disclosures.
- LM is advised to include the terms of appointment of executive directors under the list of material documents available for inspection.

55. Risk Factors

- LM is advised to disclose the names of the key suppliers in relation to the concentration risk arising from dependence on top suppliers, as the risk factors state that supplier names have not been disclosed due to confidentiality, despite highlighting material supplier concentration.
- LM is advised to include details of the issuer's past project implementation track record, including whether there have been delays or cost overruns in earlier projects of a similar nature, as the risk factors relating to the proposed manufacturing unit focus on potential overruns without explaining prior execution experience.
- LM is advised to ensure that the risk relating to negative cash flows is included among the top ten risk factors, given that the company has reported negative cash flows from investing and financing activities during the last three financial years.
- LM is advised to revise the title of Risk Factor #42 to explicitly capture the operational and managerial challenges associated with managing rapid growth and expansion, as

the current title broadly refers to growth management without highlighting the specific risks discussed in the body.

- Lead Manager is advised to reposition the substantial promoter / promoter group shareholding (continued control) risk factor within the top 20 to ensure adequate prominence, since it currently appears as Risk Factor #45.
- Lead Manager is advised to include details of key personnel (including identification of key individuals) and historical attrition, and its operational impact, within the dependence-on-personnel risk factor (Risk Factor #11), as the disclosure is currently broad and does not provide attrition information.
- Lead Manager is advised to clarify whether the Company has any contingent liabilities which could materially and adversely affect its financial condition/operations, and if so, include a specific contingent liabilities risk factor within the top 20.
- Lead Manager is advised to include details of the risk relating to period-to-period fluctuations / difficulty in comparing performance due to accounting changes or significant fluctuations in results of operations, and ensure it is positioned within the top 20 (preferably top 10 if materially significant).
- Lead Manager is advised to ensure that the negative cash flow risk factor includes justification for the negative cash flows (including key reasons/drivers) and is repositioned within the top 10 risk factors, since it currently appears as Risk Factor #13.
- Lead Manager is advised to reposition the risk factor regarding non-appraised fund deployment and management discretion within the top 15, since it currently appears as Risk Factor #51.
- Lead Manager is advised to include details of the policies or safeguards adopted by the Board or Audit Committee, if any, to manage potential conflicts of interest and dependence risks arising from operating key manufacturing units and facilities on premises leased from promoter group entities, as the risk factor currently discloses the lease arrangements but does not outline governance or mitigation mechanisms.
- LM is advised to disclose details of the validity period of existing insurance policies (i.e., coverage valid up to what date), and to include a disclosure on whether any insurance claims have been rejected in the past (or explicitly state that none have been rejected).
- LM is advised to disclose the reasons for the Company's negative cash flows (including period-wise reasons for investing and financing cash outflows/inflows), discuss their impact on operations and financial position, and outline any mitigation measures, if available.
- LM is advised to clarify and disclose the aggregate number and total claim value of all litigations/proceedings involving the Company/Directors/Promoters/Subsidiary irrespective of materiality thresholds (and not limited to "material" litigations).

- "LM is advised to reorder the risk factor on discrepancies / errors in corporate records (Risk Factor #18) to appear within the top 10, and consider consolidating it with the overlapping risk factor on untraceable corporate records (Risk Factor #41) to avoid duplication and improve prominence."
- "LM is advised to reorder the risk factor relating to exposure to interest rate fluctuations (Risk Factor #39) to appear within the top 10, given its direct impact on finance costs and profitability."
- "LM is advised to reorder the risk factor relating to under-utilization / disruptions in manufacturing operations and capacity utilization (Risk Factor #37) to appear within the top 15 due to its operational and margin impact."
- "LM is advised to reorder the risk factor on related party transactions (Risk Factor #48) to appear within the top 15, considering its relevance to governance and potential conflicts of interest."
- "LM is advised to include a specific risk factor on any existing encumbrance/pledge of promoter shareholding (if applicable) and position it within the top 10 due to its potential impact on promoter control and stability."

Annexure II

General Observations

1. LM is advised to ensure that prior to filing of RHP with Registrar of Companies, the Issuer Company has received crucial clearances / licenses / permissions / approvals from the required competent authority which are necessary for commencement of the activity for which the issue proceeds are proposed to be utilized.

2. LM is advised to ensure that the 'Observation Letter' issued by SEBI is included among the material contracts and documents for inspection.

3. LM is advised to ensure that cover page to be strictly in compliance with the ICDR Schedule VI- all extra texts may be avoided to ensure that the focus remains on the statutory texts mentioned in the Schedule.

4. LM is advised to ensure that prior to proceeding with the issue, "No Objection Certificates" are obtained from all the lenders with whom the company has entered into an agreement and the terms of such agreement require an approval to be taken.

5. LM is advised to ensure that adequate disclosures are made to disclose any material development which may have a material effect on the Issuer Company between the date of registering final prospectus or the red herring prospectus or the letter of offer, with the Registrar of Companies or designated stock exchange, as the case may be, and the date of allotment of specified securities, while ensuring compliance with Regulation 42 and Schedule IX of SEBI (ICDR) Regulations, 2018.

6. LM is advised to ensure that exact cross-referencing of page numbers is provided in the offer document instead of general cross-referencing.

7. In terms of Regulation 7.(1)(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 31.(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Issuer Company and the Lead Manger are advised to ensure compliance with the requirement pertaining to shareholding of promoter(s) and promoter group to be held in dematerialised form.

8. LM is advised to ensure that SCORES authentication is taken by the issuer company prior to listing.

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

10. **ASBA:**

    i) LM is advised to ensure that sufficient number of Physical ASBA forms are printed and dispatched directly to all designated branches of SCSBs which are located in places of mandatory collection centers as specified in Schedule XII of SEBI (ICDR) Regulations, 2018, Syndicate Members and Registered Brokers of Stock Exchanges, the Registrars to an Issue and Share Transfer Agents (RTAs) and Depository Participants (DPs) registered with SEBI, at least two days before the opening of the issue. This shall be in addition to ASBA forms which shall be sent to controlling branch of SCSBs for sending to designated branches other than those located in mandatory collection center.

ii) LM is advised to ensure that the ASBA mode of payment is highlighted in bold in all the advertisement / communication informing about the issue. Further, LM is also advised to ensure that the following is suitably incorporated in all advertisements / communications regarding the issue issued by the issuer:

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

"PRICE BAND: RS. xx TO RS. xx PER EQUITY SHARE OF FACE VALUE OF RS. xx EACH

THE FLOOR PRICE IS xx TIMES OF THE FACE VALUE AND THE CAP PRICE IS xx TIMES OF THE FACE VALUE

BID CAN BE MADE FOR A MINIMUM OF xx EQUITY SHARES AND IN MULTIPLES OF xx EQUITY SHARES THEREAFTER.

ASBA *

(APPLICATION SUPPORTED BY BLOCKED AMOUNT)

Simple, Safe, Smart way of Application !!!

Mandatory in public issue .No cheque will be accepted

UPI
UNIFIED PAYMENTS INTERFACE

now available in ASBA for retail individual investors.

**ASBA is a better way of applying to issues by simply blocking the fund in the bank account.*

For further details check section on ASBA below."

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

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

For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure - Issue Procedure of ASBA Bidders" beginning on page xxx of the Red Herring Prospectus. The process is also available on the website of AIBI and Exchanges in the General Information Document."

ASBA bid-cum application forms can be downloaded from the websites of Bombay Stock Exchange and National Stock Exchange and can be obtained from the list of banks that is displayed on the website of SEBI at ***www.sebi.gov.in.*** ***List of banks supporting UPI is also available on the website of SEBI at* ***www.sebi.gov.in**.***

****