



ANYA POLYTECH & FERTILIZERS LIMITED

Corporate Identity Numbers: U01403DL2011PLC225541

Our Company was originally formed and registered as a Private Limited under the Companies Act, 1956 ("Companies Act") in the name and style of "Anya Polytech Private Limited", pursuant to a Certificate of Incorporation dated September 27, 2011 issued by Registrar of Companies, NCT of Delhi and Haryana. Subsequently, the name of our company was changed to "Anya Polytech and Fertilizers Private Limited" vide Special Resolution passed in EGM held on October 28, 2014 and a fresh certificate of incorporation consequent upon change of the name was issued by the Registrar of Companies, Delhi on December 17, 2014. Later on, our Company was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on August 16, 2023 and the name of our Company was changed to "Anya Polytech & Fertilizers Limited". A fresh Certificate of Incorporation consequent upon Conversion from Private Limited Company to Public Limited Company dated September 11, 2023 was issued by the Registrar of Companies, Delhi. The Corporate Identification Number of our Company is U01403DL2011PLC225541. For details of change in name and registered office of our Company, please refer to chapter titled "History and Corporate Matters" beginning from page 158 of this Red Herring Prospectus.

Registered Office & Corporate Office: S-2, Level, Upper Ground Floor, Block- E, International Trade Tower, Nehru Place, New Delhi, Delhi- 110019, India
Corporate Office: B-243, Sector-26, Noida, Uttar Pradesh- 201301, India
Website: www.apfl.in; | **E-Mail:** secretarial@apfl.in; | **Telephone No:** 01204159498 | **Company Secretary and Compliance Officer:** Ms. Kavita Rani

PROMOTERS OF OUR COMPANY: MR. YASHPAL SINGH YADAV AND ANYA AGRO & FERTILIZERS PRIVATE LIMITED

The Company is engaged in the business of manufacturing of high-quality HDPE & PP bags (made from HDPE granules) and Zinc sulphate Fertilizers in primarily two categories; i.e., (i) Mono Hydrate and (ii) Hepta Hydrate. We are also engaged in the manufacturing of Micronutrient Mixture. Apart from manufacturing, we are also engaged in the trading of Single Super Phosphate (SSP), Organic Potash, Zinc EDTA (Ethylene Diamine Tetraacetate Acid), PROM (Phosphate rich organic manure), Ferus Sulphate, Magnesium Sulphate, Micronutrient Mixture, Copper Sulphate Certified Seeds and Cattle feed.

THE ISSUE

INITIAL PUBLIC ISSUE OF 32000000 EQUITY SHARES OF FACE VALUE OF ₹ 2/- EACH OF ANYA POLYTECH & FERTILIZERS LIMITED ("APFL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH 1600000 EQUITY SHARES OF FACE VALUE OF ₹ 2/- EACH FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.e. NET ISSUE OF 30400000 EQUITY SHARES OF FACE VALUE OF ₹ 2/- EACH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.67% AND 25.33%, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 2/- EACH.

The Issue is being made in accordance with Chapter IX of the SEBI ICDR Regulations (IPO of Small and Medium Enterprises) and the equity shares are proposed to be listed on Emerge Platform of NSE
For further details, please refer chapter titled "Terms of The Issue" beginning on Page No. 244 of the Red Herring Prospectus.

- **QIB Portion: Not More than 50% of the Net Issue**
- **Retail Individual Bidders Portion: Not Less than 35% of the Net Issue**
- **Non-Institutional Bidders Portion: Not Less than 15% of the Net Issue**

Price Band: ₹ 13/- to ₹ 14/- per Equity Share of Face Value ₹ 2/- each.

The Floor Price is 6.5 times of the Face Value and the Cap Price is 7.00 times of the Face Value.

Bids can be made for a minimum of 10000 Equity Shares and in multiples of 10000 Equity Shares thereafter

In making an investment decision, potential investors must rely on the information included in the Red Herring Prospectus and the terms of the Issue, including the risks involved and not rely on any other external sources of information about the Issue available in any manner.

Risks to Investors:

- I. We do not own our Registered Office, Corporate Office and manufacturing facility. A failure to renew our existing lease arrangements at commercially favourable terms or at all may have a material adverse effect on our business, financial condition, and results of operations.**
- II. As of the date of this Red Herring Prospectus, there are outstanding legal proceedings involving our Company, our Subsidiaries and our Promoters and Directors. Any adverse outcome in such legal proceedings may affect our reputation, business, results of operations and financial condition.**
- III. The Company is dependent on few numbers of customers for sales. Loss of any of this large customer may affect our revenues and profitability.**
- IV. We derive 69.44%, 70.35%, 77.63% and 74.50% of our revenue from operation from top two customer during the period ended on June 30, 2024 and fiscal year ending on March 31, 2024, 2023 and 2022 respectively. If such customers choose not to source their requirement from us, our business, financial condition and result of operation may be adversely affected.**
- V. We do not have long-term agreements with suppliers for our raw materials and an increase in the cost of, or a shortfall in the availability or quality of such raw materials could have an adverse effect on our business and results of operations.**
- VI. Our Company markets its products through Krishak Bharati Co-operative Limited. In case of non-fulfillment of agreement obligations or cancellation of the agreement, under its terms or pre-maturely, we may not be able to generate the required sales and lose market share, thus affecting our revenues and profitability.**

VII. There are certain discrepancies and delay filing in our statutory records relating to filing of necessary filing with the concerned Registrar of Companies.

VIII. Our Promoters were director of a company which has been struck off by Registrar of Companies, Gwalior, Madhya Pradesh

IX. One of the business vertical of our business is Fertiliser & the same is dependent on the performance of the agricultural sector in which our fertilizers are used. Any developments affecting the performance of the agricultural sector are likely to affect our business, results of operations and financial condition.

X. The company's current manufacturing facility in Shahjahanpur, U.P which is pivotal to our exclusive production of goods. Any unscheduled slowdowns, shutdowns, or underutilization of this facility could significantly impact business, financial condition, and operational results.

XI. The Merchant Banker associated with the Issue has handled 51 public issues out of which 2 issues closed below Issue price on listing date. below are the details;

Particulars	Numbers of Issues/Issue Handled	Issues closed below Issue price on listing date
Main Board	Nil	Nil
SME	51	2

ASBA*

Simple, Safe, Smart way of Application- Make use of it!!!

*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below. Mandatory in Public Issues from January 01, 2016. No cheque will be accepted



UPI-Now available in ASBA for Retail Individual Investors (RII)**

Investors are required to ensure that the bank account used for bidding is linked to their PAN. UPI – Now available in ASBA for RIIs applying through Registered Brokers, DPs & RTAs. RIIs also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.

Investors have to apply through the ASBA process. "ASBA has to be availed by all the investors except anchor investor. UPI may be availed by Retail Individual Investors. For details on the ASBA and the UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure" beginning on page 254 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI"), the Stock Exchanges and in the General Information Document.

*ASBA forms can be downloaded from the website National Stock Exchange of India ("NSE") 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. Kotak Mahindra Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirements of the SEBI circular dated November 1, 2018, as amended. For UPI related queries, investors can contact NPCI at the toll-free number-18001201740 and Mail id- ipo.upi@npci.org.in. For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in. For Issue related grievance investors may contact: Beeline Capital Advisors Private Limited - Mr. Nikhil Shah (079 – 49185784/ +91 99988 81702) (mb@beelinemb.com).

BASIS FOR ISSUE PRICE

2. Price to Earnings (P/E) ratio in relation to Price Band of ₹ 13 and ₹ 14 per Equity Shares:

$$\text{Price to Earnings Ratio (P/E)} = \frac{\text{Floor Price/Cap Price}}{\text{Restated Consolidated Earnings Per Share}}$$

Particulars	EPS (in ₹)	P/E at the Floor Price (No. of times)	P/E at the Cap Price (No. of times)
Based on Basic and Diluted EPS as per the Restated Financial Information for the Financial Year ended March 31, 2024	1.09	11.93	12.84

Industry P/E

Particulars	Industry Peer P/E Ratio	Name of the company
Highest	31.98	Commercial Syn Bag Limited
Lowest	31.98	Commercial Syn Bag Limited
Average	31.98	Commercial Syn Bag Limited

Notes:

- The industry high and low has been considered from the industry peer set provided herein below.
- The industry P/E ratio mentioned above is computed based on the closing market price of equity shares on NSE on March 31, 2024 divided by the Diluted EPS as on for the financial year ended March 31, 2024

3. Return on Net Worth ("RoNW")

Consolidated Basis:

$$\text{Return on Net Worth (\%)} = \frac{\text{Restated Consolidated Profit After Tax attributable to Equity Shareholders}}{\text{Net Worth}} \times 100$$

Financial Year/Period ended	Return on Net Worth (%)	Weights
Financial Year ended March 31, 2024	25.73%	3
Financial Year ended March 31, 2023	17.24%	2
Financial Year ended March 31, 2022	2.77%	1
Weighted Average	19.07%	
Period ended on June 30, 2024*	10.60%	

* Not Annualized

Notes:

- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.
- The figures disclosed above are based on the Restated Consolidated Financial Statements of our Company.
- Net Worth shall mean the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
- Return on Net Worth means the net profit after tax attributable equity holders, as restated divided by restated net worth at the end of the year attributable to the owners of the company.
- Net Asset Value ("NAV") per Equity Share**

$$\text{Restated Net Asset Value per equity share (₹)} = \frac{\text{Restated Consolidated Net Worth as at the end of the year}}{\text{Number of Equity Shares outstanding}}$$

Financial Year/Period ended	NAV per share (in ₹)
Financial Year ended March 31, 2024	4.23
Financial Year ended March 31, 2023	3.11
Financial Year ended March 31, 2022	2.88
Period ended on June 30, 2024	4.73
NAV at Cap Price	7.73
NAV at Floor Price	7.46
Issue Price*	[●]

To be determined after the Book building process.

Note:

- The figures disclosed above are based on the restated consolidated financial statements of the Company.
- Net Asset Value per Equity Share represents net worth as at the end of the year, as restated, divided by the number of Equity Shares outstanding at the end of the year after taking effect of reduction of share capital and sub division of equity shares.

5. Comparison of Accounting Ratios with Peer Group Companies:

Name of the company	Standalone / Consolidated	Face Value (₹)	Market Price** (₹)	Diluted EPS (₹)	P/E Ratio ^	RoNW (%)	NAV per Equity Share (₹)	Revenue from operations (₹ in Lakhs)
Anya Polytech & Fertilizers Limited	Consolidated	2.00	N.A.	1.09	N.A.	25.73%	4.23	12,341.77
Peer Group*								
Commercial Syn Bag Limited	Consolidated	10.00	62.90	1.97	31.98	6.10%	32.22	28,843.47

*Sourced from Audited financials for financial year ended March 31, 2024

**Closing Market Price of equity shares is taken as closing on BSE on March 31, 2024.

^ The listed industry peer P/E ratio mentioned above is computed based on the closing market price of equity shares on BSE on March 31, 2024 divided by the Diluted EPS as on for the financial year ended March 31, 2024.

(Continued on next Page ...)

The Issue Price will be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of quantitative and Equity Qualitative factors as described below. The face value of the Equity Shares is ₹ 02 each and the Issue Price is 7.00 times the face value at the lower end and 7.50 times the face value at the higher end of the Price Band. Investors should also refer to "Business Overview", "Risk Factors", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Position and Results of Operations" beginning on pages 128, 26, 199 and 201, respectively of the Red Herring Prospectus, to have an informed view before making an investment decision.

Qualitative Factors

- ❖ Experienced Promoter and Management Team
- ❖ Technology Upgradation
- ❖ Wide range of Product
- ❖ Marketing Team
- ❖ Quality Product
- ❖ Focus on Customer need

For details of qualitative factors, please refer to the paragraph "Our Competitive Strengths" in the chapter titled "Business Overview" beginning on page no. 128 of this Red Herring Prospectus.

Quantitative Factors

Some of the quantitative factors which may form the basis for calculating the Issue Price are as follows:

1. Basic & Diluted Earnings Per Share (EPS), as restated and adjusted for change in capital:

Consolidated Basis:

$$\text{Basic earnings per share (₹)} = \frac{\text{Restated Consolidated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding}}$$

$$\text{Diluted earnings per share (₹)} = \frac{\text{Restated Consolidated Profit After Tax attributable to Equity Shareholders}}{\text{Weighted Average Number of Equity Shares outstanding after adjusting adjusted for the effects of all dilutive potential equity shares}}$$

Weighted Average

Financial Year/Period ended	Basic and Diluted EPS (in ₹)	Weights
Financial Year ended March 31, 2024	1.09	3
Financial Year ended March 31, 2023	0.54	2
Financial Year ended March 31, 2022	0.08	1
Weighted Average	0.74	
Period ended on June 30, 2024*	0.50	

*Not Annualised

Notes:

- The figures disclosed above are based on the restated consolidated financial statements of the Company.
- Earnings per share is computed in accordance with Ind AS 33 with taking the effect of the reduction in the face value of per equity shares from ₹ 10 to ₹ 5.5. of our Company Pursuant to NCLT Order dated March 21, 2024. Further, during the financial year 2024-25, our Board in its meeting held on April 02, 2024 approved the sub-division of each equity share from ₹ 5.5 each to ₹ 2 each, which were subsequently duly approved by our Shareholders in their extra ordinary general meeting held on April 25, 2024 and hence, nominal value of Equity Share is considered as ₹ 2 per share and number of equity shares has been considered after taking the above effect for calculating the Earnings per Shares.
- Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.
- For the purpose of calculating Diluted EPS, the net profit or loss (interest and other finance cost associated) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.
- Weighted Average = Aggregate of year wise weighted EPS divided by the aggregate of weights i.e. (EPS x weight) for each year / Total of weights

Simple Average

Financial Year/Period ended	Basic & Diluted Adjusted EPS (in ₹)
Financial Year ended March 31, 2024	1.09
Financial Year ended March 31, 2023	0.54
Financial Year ended March 31, 2022	0.08
Simple Average	0.57
Period ended on June 30, 2024*	0.50

*Not Annualized

Notes:

- The figures disclosed above are based on the restated consolidated financial statements of the Company.
- Earnings per share is computed in accordance with Ind AS 33 with taking the effect of the reduction in the face value of per equity shares from ₹ 10 to ₹ 5.5. of our Company Pursuant to NCLT Order dated March 21, 2024. Further, during the financial year 2024-25, our Board in its meeting held on April 02, 2024 approved the sub-division of each equity share from ₹ 5.5 each to ₹ 2 each, which were subsequently duly approved by our Shareholders in their extra ordinary general meeting held on April 25, 2024 and hence, nominal value of Equity Share is considered as ₹ 2 per share and number of equity shares has been considered after taking the above effect for calculating the Earnings per Shares.
- Basic EPS is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.
- For the purpose of calculating Diluted EPS, the net profit or loss (interest and other finance cost associated) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.
- Simple average = Aggregate of year-wise EPS divided by the aggregate of EPS for each year/ Total of weights.