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# NEWMALAYALAM STEEL LIMITED

Newmalayalam Steel Limited (the "Company" or the "Issuer") was incorporated on March 31, 2017 as 'NewMalayalam Steel Private Limited', a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation issued by Deputy Registrar of Companies, Registrar of Companies, Central Registration Centre. Further, our Company was converted into a public limited company pursuant to a resolution passed by Board of Directors in their meeting held on December 15, 2023 and by our Shareholders in an Extraordinary General Meeting held on December 19, 2023 and consequently the name of our Company was changed to 'NewMalayalam Steel Limited' and a fresh certificate of incorporation dated February 1, 2024 was issued by the Registrar of Companies, Central Processing Centre. The corporate identification number of our Company is U27209KL2017PLC048762. For details of change in Registered Office of our Company, please refer to the chapter titled "History and Certain Corporate Matters" on page 143 of the Red Herring Prospectus.

Registered Office: Door No. 2/546/A & 2/546/B Mala, Pallipuram P O, Mala, Thrissur - 680 732, Kerala, India; Telephone: +91 703 421 2002; E-mail: info@demacsteel.com; Facsimile: N.A; Website: www.demacsteel.com; Contact Person: Shravan Kannan Dev, Company Secretary & Compliance Officer; Corporate Identity Number: U27209KL2017PLC048762



(Please scan the QR code to view the RHP)

## PROMOTERS OF OUR COMPANY: VAZHAPPILY DAVIS VARGHESE, DIVYAKUMAR JAIN, ANKUR JAIN, MAHENDRA KUMAR JAIN, MOLLY VARGHESE AND CYRIAC VARGHESE

### THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 46,40,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF OUR COMPANY AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹ [●] LACS ("PUBLIC ISSUE") OUT OF WHICH 2,33,600 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LACS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 44,06,400 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹ [●] LACS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.84 % AND 25.49% RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT HAS BEEN DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND SHALL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") FOR THE PURPOSES OF UPLOADING ON ITS WEBSITE IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

QIB PORTION: NOT MORE THAN 10.02% OF THE NET ISSUE • NON-INSTITUTIONAL PORTION: NOT LESS THAN 44.95% OF THE NET ISSUE • RETAIL PORTION: NOT LESS THAN 45.03% OF THE NET ISSUE

PRICE BAND: ₹85 TO ₹90 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH  
THE FLOOR PRICE IS 8.5 TIMES OF THE FACE VALUE AND THE CAP PRICE IS 9.0 TIMES OF THE FACE VALUE OF THE EQUITY SHARES  
BIDS CAN BE MADE FOR A MINIMUM OF 1,600 EQUITY SHARES AND IN MULTIPLES OF 1,600 EQUITY SHARES THEREAFTER

### RISKS TO INVESTORS:

- We depend on our dealers for a significant portion of our revenue, and any decrease in revenues or sales from any one of our key intermediaries may adversely affect our business and results of operations.
- Our operations have significant raw material requirements in the form of pre-galvanised coils, and we may not be able to ensure the availability of the same for our operations at competitive prices and in a timely manner, which could have an adverse effect on our business, financial condition, results of operations and prospects.
- We are dependent on Jaihind Steel Private Limited, one of our Promoter Group entity for a portion of our revenue and business. We also purchase raw materials from Jaihind Steel Private Limited and Jaihind Tubes Private Limited, one of our Group Companies, and are dependent on it for part of our raw materials requirements. In the event, of loss of business from such Promoter Group entity or delay in receiving raw materials, our business and results of operations could be adversely affected.
- Our manufacturing unit and our operations are geographically concentrated in Kerala. Consequently, we are exposed to risks from economic, regulatory and other developments in the eastern region which could have an adverse effect on our business, results of operations and financial condition. Further, our continued operations are critical to our business and any shutdown of our manufacturing unit may adversely affect our business, results of operations and financial condition.
- The steel industry is highly cyclical and a decrease in steel prices may have an adverse effect on our Company's results of operations.

### BASIS FOR ISSUE PRICE

The Price Band has been determined and the Issue Price shall be determined by our Company in consultation with the BRLM, on the basis of the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Issue floor Price is 85 which is 8.5 times of the face value of Equity Shares and the Issue Cap Price is 90 which is 9.0 times of the face value of Equity Shares. Investors should refer to "Risk Factors", "Our Business", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 25, 117, 181 and 222 of the RHP, respectively, to have an informed view before making an investment decision.

#### Qualitative Factors

Some of the qualitative factors which form the basis for the Issue Price are:

- Widespread distribution network and presence across various retail channels.
- Diversified Product Basket
- Brand recall and established track record.
- Existing client and supplier relationships
- Quality Assurance and Quality Control of our products.
- Strategically located manufacturing facilities with modern infrastructure and integrated manufacturing facilities with a core focus on quality.
- Cost efficient sourcing and locational advantage
- Well experienced management team with proven project management and implementation skills.

For more details on quantitative factors, please refer to chapter "Our Business- Competitive Strengths" on page 121 of the RHP.

#### Quantitative Factors

Some of the information presented in this section is derived from our Restated Financial Information. For details, see "Financial Information" on page 181 of the RHP.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

##### 1. Basic and Diluted Earnings per Share

Financial period	Basic EPS (in Rs.)	Diluted EPS (in Rs.)	Weight
As at 31 <sup>st</sup> March 2024	3.38	3.38	3
As at 31 <sup>st</sup> March 2023	4.75	4.75	2
As at 31 <sup>st</sup> March 2022	5.32	5.32	1
<b>Weighted Average</b>	<b>4.16</b>		
*Six months period ended September 31, 2024	4.11	4.11	

\*Not annualised.

#### Notes:

1. Basic EPS = Net profit after tax, as restated divided by weighted average number of Equity Shares outstanding at the end of the period/year.
2. Diluted EPS = Net profit after tax, as restated divided by weighted average number of Equity Shares outstanding at the end of the period/year for diluted EPS
3. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during the year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of the total number of days during the year/period
4. The above statement should be read with significant accounting policies and notes on Restated Financial Statements as appearing in the Financial Statements
5. The EPS has been calculated in accordance with AS 20 Earnings Per Share (EPS) issued by Institute of Chartered Accountants of India

##### 2. Price Earnings Ratio (P/E) in relation to Price Band of ₹ [●] to ₹ [●] per share of ₹ 10 each

Particulars	P/E (at the higher end of the Price Band no. of times)
Based on basic EPS for period ended 30 <sup>th</sup> September 2024	[●]
Based on diluted EPS for period ended 30 <sup>th</sup> September 2024	[●]

\*To be updated after finalization of the Offer Price.

#### Industry Peer Group P/E ratio

Particulars	Industry P/E
Highest	52.6
Lowest	25.6
Industry Average	39.1

\*Source: The industry high and low has been considered from the industry peer set provided later in this section. The industry average has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section

##### 3. Return on Net Worth ("RoNW"):

Financial period	RoNW (%)	Weight
As at 31 <sup>st</sup> March 2024	10.55	3
As at 31 <sup>st</sup> March 2023	16.59	2
As at 31 <sup>st</sup> March 2022	22.29	1
<b>Weighted Average</b>	<b>14.52</b>	
Six months period ended September, 2024	11.37	

\*Not annualised.

As certified by P Sankara Kutty, Chartered Accountants pursuant to their certificate dated October 14, 2024.

RoNW is calculated as net profit after taxation and minority interest attributable to the equity shareholders of the Company divided by shareholders' funds for that year. Shareholders' funds = Share capital + reserves & surplus - revaluation reserves.

##### 4. Net Asset Value per Equity Share

Net Asset Value per Equity Share	NAV Per Equity Shares (Rs)
As on 30 <sup>th</sup> September 2024	36.11
As at 31 <sup>st</sup> March 2024	32.00
After the Completion of the Offer:	
-At Upper Price Band	[●]
-At Lower Price Band	[●]

Notes: Net Asset Value per Equity Share = Net worth derived from Restated Financial Statements as at the end of the year divided by number of equity shares outstanding as at the end of the year as per Restated Financial Statements.

##### 5. Comparison with Listed Industry Peers

(Amount in lakhs)

Name of the Company	Revenue from Operations (₹ in lakhs)	Face Value per equity share (₹)	P/E	EPS (Basic) (₹)	EPS (Diluted) (₹)	RoNW (%)	NAV per equity share (₹)
NewMalayallam Steel Limited	30,016.06	10	[●]	3.38	3.38	10.55	32.00
Listed Peers							
Apollo Pipes Limited	1,385,881	2	59.1	26.4	26.4	15.70%	103.93
Harimor Pipe Industries Steels	115,317	10	32.8	20.4	20.4	12.24%	149.72

As certified by statutory auditor P Sankara Kutty, Chartered Accountants pursuant to their certificate dated October 14, 2024

\* Source: Annual Report for the financial year 2024.

##### 6. Financial Key Performance Indicators ("KPIs")

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of various verticals in comparison to our listed peers. The table below sets forth the details of our KPIs that our Company considers have a bearing for arriving at the basis for Offer Price.

(₹ In lakhs, except EPS, % and ratios)				
Key Performance Indicators <sup>d</sup>	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from Operations <sup>(1)</sup>	15,421.42	30,016.06	35,479.84	31,791.72
Total Revenue <sup>(2)</sup>	15,533.82	30,314.80	35,995.71	32,360.91
Gross Profit <sup>(1)</sup>	1,047.22	1,325.49	1,354.12	1,314.93
Gross Margin <sup>(3)</sup>	6.79%	4.42%	3.82%	4.14%
EBITDA <sup>(3)</sup>	958.33	1,027.30	1,223.92	1,302.64
EBITDA Margin <sup>(3)</sup>	6.17%	3.39%	3.40%	4.03%
Profit After Tax for the Year ("PAT")	519.3	426.86	600.49	673.06
PAT Margin <sup>(6)</sup>	3.34%	1.41%	1.67%	2.08%
ROE <sup>(7)*</sup>	11.37%	10.55%	16.59%	22.29%
ROCE <sup>(8)(9)*</sup>	17.19	17.60	21.74	24.18
Net Debt/ EBITDA <sup>(9)</sup>	4.09	5.75	2.30	3.78

\*Not Annualized

\*As certified by the Statutory Auditor vide their certificate dated October 14, 2024

#### Notes:

1. Revenue from Operations means the income generated by an entity from its daily core business operations

2. Gross profit represents revenue from operations less cost of goods sold. Cost of goods sold comprises of cost of materials consumed, Purchases of Stock-In-Trade and Changes in Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade
3. Gross profit margin is calculated as gross profit as a percentage of revenue from operations
4. EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation, and amortization expense
5. EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.
6. Net Profit after tax represents the restated profits of our Company after deducting all expenses
7. Net Profit margin is calculated as restated net profit after tax for the year/period divided by revenue from operations
8. Return on capital employed calculated as Earnings before interest and taxes divided by average capital employed (average capital employed calculated as average of the aggregate value of total equity, total debt and deferred tax liabilities of the current and previous financial year/period)

Comparison of our key performance indicators with listed industry peers for the Financial Years/ periods included in the Restated Financial Information:

Particulars	NewMalayallam Steel Limited			Harimor Pipe Industries Limited			Apollo Tubes Limited		
	For the year ended on March 31			For the year ended on March 31			For the year ended on March 31		
	2024	2023	2022	2024	2023	2022	2024	2023	2022
Revenue from Operations (₹ in Lakhs)	30,016.06	35,479.84	31,791.72	115,319	64,371	43,057	1,385,881	1,427,929	1,158,965
Gross Profit (₹ in Lakhs)	1,325.49	1,354.12	1,314.93	26,688	17,796	13,959	148,614	163,549	146,951
Gross Profit Margin	4.42%	3.82%	4.14%	23.14%	27.65%	32.42%	10.72%	11.45%	12.68%
EBITDA (₹ in Lakhs)	1,027.30	1,223.92	1,302.64	13,859	7,918	5,612	70,574	79,723	76,403
EBITDA Margin	3.39%	3.40%	4.03%	12.02%	12.30%	13.03%	5.09%	5.58%	6.59%
Net Profit after tax (₹ in Lakhs)	426.86	600.49	673.06	5,680	4,621	3,196	45,371	51,192	49,423
Net Profit Margin	1.41%	1.67%	2.08%	4.93%	7.18%	7.42%	3.27%	3.59%	4.26%
Return on Capital Employed	17.60%	21.74%	24.18%	18.74%	13.74%	36.49%	22.80%	27.93%	31.06%

#### Notes:

1. Revenue from operations represents the revenue from sale of products of our Company as recognized in the Restated financial information
2. Gross profit represents revenue from operations less cost of goods sold. Cost of goods sold comprises of cost of materials consumed, Purchases of Stock-In-Trade and Changes in Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade
3. Gross profit margin is calculated as gross profit as a percentage of revenue from operations.
4. EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation, and amortization expense
5. EBITDA margin is calculated as EBITDA as a percentage of revenue from operations.
6. Net Profit after tax represents the restated profits of our Company after deducting all expenses
7. Net Profit margin is calculated as restated net profit after tax for the year/period divided by revenue from operations
8. Return on capital employed calculated as Earnings before interest and taxes divided by average capital employed (average capital employed calculated as average of the aggregate value of total equity, total debt and deferred tax liabilities of the current and previous financial year/period).

#### WEIGHTED AVERAGE COST OF ACQUISITION:

##### a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities).

There have been no issuance of Equity Shares, during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days.

##### b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities).

There have been no secondary sale / acquisitions of Equity Shares or convertible securities, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

##### c) Since there are no such transactions to report under a and b, the following are the details of price per share of our Company basis the last five primary or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, the Promoter Selling Shareholder, or Shareholder(s) having the special rights are a party to the transaction), not older than three years prior to the date of the Red Herring Prospectus irrespective of the size of transactions:

Date of transfer	Name of transferor	Number of Securities	Face value per equity share ₹	Price per equity share ₹	Nature of consideration
27-12-2023	Varghese Vazhappily Davis	12,500	10	28.75	Cash
27-12-2023	Varghese Vazhappily Davis	10,000	10	28.75	Cash
27-12-2023	Varghese Vazhappily Davis	10,000	10	28.75	Cash
27-12-2023	Divyakumar Jain	12,500	10	28.75	Cash
WACA		45,000		28.75	

##### d) Weighted average cost of acquisition, floor price and cap price:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price ₹ 85	Cap Price ₹ 90
I. Weighted average cost of acquisition for last 18 months for primary/new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of the Daft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	N.A*	N.A*	N.A*
II. Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares (equity/convertible securities, where promoter/ promoter group entities or selling shareholders or shareholder(s) having the right to nominate director(s) or selling shareholder in the Board are a party to the transaction, during the 18 months preceding the date of filing of this Red Herring Prospectus, where either acquisition or sale is equal to or more than five percent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	N.A*	N.A*	N.A*
II. Since there are no such transactions to report to under (I) and (II) above, the information has been disclosed for price per share of our Company based on the last five primary or secondary transactions where our Promoters/members of our Promoter Group or Shareholder(s) having the right to nominate director(s) on the Board of our Company, are a party to the transaction, during the three years prior to the date of filing of the Red Herring Prospectus irrespective of the size of the transaction, is as below:			
Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price ₹ 85	Cap Price ₹ 90
a) WACA of Equity Shares based on primary issuances undertaken during the three immediately preceding years	NA <sup>d</sup>	NA	NA
b) WACA of Equity Shares based on secondary transactions undertaken during the three immediately preceding years	28.75	2.96 times	3.13 times

\*As certified by P Sankara Kutty, Statutory Auditors pursuant to their certificate dated October 14, 2024

\*WACA has been mentioned as NA since there have been no transactions

\*To be updated at Prospectus Stage.

##### 7. Detailed explanation for Issue Price/Cap price being [●] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (as set out above) along with our Company's key financial and operational metrics and financial ratios for Fiscal 2024, 2023 and 2022

[●] \*To be included on finalization of price band

##### 8. Explanation for Issue Price/Cap price being [●] price of weighted average cost of acquisition of primary issuance price/secondary transaction price of Equity Shares (as set out above) in view of the external factors which may have influenced the pricing of the Issue.

[●] \*To be included on finalization of price band

The Issue price is [●] times of the face value of the Equity Shares. The Issue Price of ₹ [●] has been determined by our Company, in consultation with the Book Running Lead Manager and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information" on pages 25, 117, 222 and 181 of the RHP respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" on page 25 of the RHP and you may lose all or part of your investment.

For further details, please see the chapter titled "BASIS FOR ISSUE PRICE" beginning on page 92 of the RHP.

Continued on next page...



ISSUE PROGRAMME

BID/ISSUE OPENS ON: THURSDAY, DECEMBER 19, 2024  
BID/ISSUE CLOSES ON: MONDAY, DECEMBER 23, 2024

^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON SME PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ('NSE EMERGE')

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing extend the Bid/Issue Period for a minimum of one Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 (2) of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 10.02% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), Further, 5.07% of the Net QIB shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.07% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 44.95% of the Net Issue shall be available for allocation on proportionate basis to Non-Institutional Investors and not less than 45.03% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. For details, see "Issue Procedure" on page 258 of the Red Herring Prospectus.

All potential investors shall participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 258 of this Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013.

Bidders/Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidders/ Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidders/ Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for or unblocking of ASBA Account or for other correspondence(s) related to an issue. Bidders/ Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk. Bidders/ Applicants should ensure that PAN, DP ID and the Client ID are correctly filled in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Investors must ensure that their PAN is linked with AADHAR and are in compliance with CBDT Notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021 and CBDT circular no.7 of 2022, dated March 30, 2022 read with press release dated March 28, 2023 and any subsequent press releases in this regard.


CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects and other objects of our Company, see section titled "History and Certain Corporate Matters" on page 143 of the Red Herring Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section titled "Material Contracts and Documents for Inspection" on page 317 of the Red Herring Prospectus.

ASBA\*

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



\*Application Supported by Blocked Amount (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.

Mandatory in Public Issues. No cheque will be accepted.



UPI-Now available in ASBA for all individual investors applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, CDPs & RTAs. UPI Bidders 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 are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and the subsequent press releases, including press release dated June 25, 2021 read with press release dated September 17, 2021, CBDT Circular No. 7 of 2022 dated March 30, 2022 read with the press release dated March 28, 2023 and any subsequent press releases in this regard.

ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by (i) Retail Individual Bidders in the Retail Portion; and (ii) Non-Institutional Bidders with an application size of up to ₹ 5,00,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in the Bid Cum Application Form and abridged prospectus and also please refer to the section "Issue Procedure" on page 258 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. The Bid Cum Application Form and the Abridged Prospectus can be downloaded from the website National Stock Exchange of India Limited ("NSE"), and "Stock Exchange") and can be obtained from the list of banks that is displayed on the website of SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=35) and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=43>, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: [www.sebi.gov.in](http://www.sebi.gov.in). UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Kotak Mahindra Bank Limited has been appointed as the Sponsor Bank for the Issue, in accordance with the requirements of 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](mailto:ipo.upi@npci.org.in). For Issue related grievance investors may contact: Khandwala Securities Limited - Mr. Rinav Manseta / Mr. Sanket Sharma (Telephone : +91 224 076 7373) (Email: [ipo@kslindia.com](mailto:ipo@kslindia.com), [rinav@kslindia.com](mailto:rinav@kslindia.com)).

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
<div><div><b>KHANDWALA SECURITIES LIMITED</b> Khandwala Securities Limited G-II, Ground Floor, Dalamal House, Mumbai – 400 021, Maharashtra, India. Telephone : +91 224 076 7373; Facsimile: +91 224 076 7377 / 78; Email: <a href="mailto:ipo@kslindia.com">ipo@kslindia.com</a>, <a href="mailto:rinav@kslindia.com">rinav@kslindia.com</a>; Investor grievance email: <a href="mailto:mbinvestorsgrievances@kslindia.com">mbinvestorsgrievances@kslindia.com</a>; Website: <a href="http://www.kslindia.com">www.kslindia.com</a>; Contact Person: Rinav Manseta / Sanket Sharma; CIN No.: L67120MH1993PLC070709 SEBI Registration Number: INM000001899</div></div>	<div><div><b>KFin Technologies Limited</b> (formerly known as KFin Technologies Private Limited) Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India. Telephone: +91 406 716 2222; Toll Free No.: 1800 309 4001; Facsimile: +91 406 716 1563 Email: <a href="mailto:nmsl.ipo@kfintech.com">nmsl.ipo@kfintech.com</a>; Investor Grievance Email: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website: <a href="http://www.kfintech.com">www.kfintech.com</a>; Contact Person: M. Murali Krishna SEBI Registration No.: INR000000221; CIN No.: L72400TG2017PLC117649</div></div>	<div><b>Shravan Kannan Dev</b> Door No. 2/546/A &amp; 2/546/B Mala, Pallipuram P O, Mala, Thrissur - 680 732, Kerala, India. Telephone: +91 984 705 8378; Facsimile: NA; E-mail: <a href="mailto:cs@demacsteel.com">cs@demacsteel.com</a> Investors can contact the Company Secretary and Compliance Officer, the BRLM or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.</div>

AVAILABILITY OF RED HERRING PROSPECTUS: Investors should note that Investment in Equity Shares involves a degree of risk and are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Issue. Full copy of the Red Herring Prospectus is available on the website of the company at [www.demacsteel.com](http://www.demacsteel.com), the website of the BRLM to the Issue at [www.kslindia.com](http://www.kslindia.com) and the website of NSE Emerge at [https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme\\_offer](https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme_offer) respectively.

AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-Cum-Application forms can be obtained from the Registered Office of the Company: **NEWMALAYALAM STEEL LIMITED**, Telephone: +91 703 421 2002, Registered office of the BRLM: Khandwala Securities Limited, Telephone : +91 22 4076 7373 and at the selected locations of the Self Certified Syndicate Banks; Registered Brokers; Designated RTA Locations and Designated CDPs participating in the Issue. Bid-cum-application Forms will also be available on the websites of NSE Emerge and the designated branches of SCSBs, the list of which is available at websites of the stock exchanges and SEBI.

BANKER TO THE ISSUE/ REFUND BANK/ SPONSOR BANK: Kotak Mahindra Bank Limited.

LINK TO DOWNLOAD ABRIDGED PROSPECTUS: [demacsteel.com](http://demacsteel.com)

UPI: UPI Bidder can also Bid through UPI Mechanism

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus

Place : Thrissur, Kerala  
Date : December 13, 2024

On behalf of Board of Directors  
**NEWMALAYALAM STEEL LIMITED**  
Sd/-  
Shravan Kannan Dev  
Company Secretary & Compliance Officer

Disclaimer: **NEWMALAYALAM STEEL LIMITED** is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares the Red Herring Prospectus dated December 12, 2024 has been filed with the Registrar of Companies, Central Processing Centre and thereafter with SEBI and the Stock Exchanges. The RHP is available on the website of NSE Emerge at [https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme\\_offer](https://www.nseindia.com/companies-listing/corporate-filings-offer-documents#sme_offer) and is available on the websites of the BRLM at [www.kslindia.com](http://www.kslindia.com). Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the Red Herring Prospectus including the section titled "Risk Factors" beginning on page 25 of the Red Herring Prospectus.

The Equity Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. State Securities laws. The Equity Shares are being issued and sold outside the United States in "offshore transactions" in reliance on Regulation "S" under the Securities Act and the applicable laws of each jurisdiction where such issues and sales are made. There will be no public offering in the United States.

Size 32.9 x 25 cm

KIRIN ADVISORS