



ADDENDUM TO DRAFT PROSPECTUS DATED MARCH 31, 2025



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SWASTIKA CASTAL LIMITED

Swastika Castal Ltd., bearing CIN U27101WB1996PLC079995, is registered with Registrar of Companies, West Bengal Kolkata. The company was incorporated as a Public Limited Company on June 10, 1996. For further details of our company, please refer to section titled “History and Certain Corporate Matters” beginning on page no 162 of the Draft Prospectus.

Registered Office: 117A Chittaranjan Avenue, Kolkata-700073, West Bengal, India, **Telephone:** +91 63539-26282
Corporate Office: 306, Tower A Mayfair Corporate Park Kalali, Vadodara-390012, Gujarat, India **Telephone:** +91 63539-26282
E Mail: swastika@aluminiumcasting.net **Website:** <https://sclcasting.com/> ;
Contact Person: Mukesh Khanna, Company Secretary and Compliance Officer
CIN: U27101WB1996PLC079995

OUR PROMOTERS: (i) Mr. Varun Sharda and (ii) Ms. Indra Sharda

ADDENDUM TO THE DRAFT PROSPECTUS DATED MARCH 31, 2025: NOTICE TO INVESTORS (THE “ADDENDUM”)

PUBLIC ISSUE OF UP TO 21,65,000 EQUITY SHARES OF FACE VALUE ₹ 10 EACH (“EQUITY SHARES”) OF THE COMPANY FOR CASH AT A PRICE OF ₹ [●]- PER EQUITY SHARE (INCLUDING A SECURITIES PREMIUM OF ₹ [●]- PER EQUITY SHARE) (THE “ISSUE PRICE”), AGGREGATING UPTO ₹ [●] LACS (“ISSUE”) OF THE ISSUE, [●] EQUITY SHARES AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH AT AN ISSUE PRICE OF ₹ [●]- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HERINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, SEE “TERMS OF THE ISSUE” ON PAGE 255 OF THE DRAFT PROSPECTUS.

Potential Investors may note the following:

“SUMMARY OF DRAFT PROSPECTUS”, “RISK FACTORS”, “THE ISSUE”, “CAPITAL STRUCTURE”, “OBJECTS OF THE ISSUE” “OUR MANAGEMENT”, “OUR PROMOTERS AND PROMOTER GROUP”, “GOVERNMENT AND OTHER APPROVALS”, “OTHER REGULATORY AND STATUTORY DISCLOSURES” and “MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION” have been updated in accordance with the suggestions made by BSE.

The above is to be read in conjunction with the Draft Prospectus and accordingly their references in the Draft Prospectus stand amended pursuant to this Addendum. Please note that the changes pursuant to this Addendum will be appropriately included in the Prospectus, as and when filed with the RoC, the SEBI and the Stock Exchange. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Draft Prospectus.

Place: Kolkata

Date: June 4, 2025

For and on behalf of Swastika Castal Ltd.
Sd/-
Mukesh Khanna
Company Secretary and Compliance Officer

LEAD MANAGER TO THE ISSUE

REGISTRAR TO THE ISSUE



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SEBI Registration No.: INR000004173
Contact Person: Ankur Shah

ISSUE OPENS ON
ISSUE OPENS ON: [●]

ISSUE CLOSES ON
ISSUE CLOSES ON: [●]

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SUMMARY OF THE OFFER DOCUMENT

10. Auditor Qualifications which have not been given effect to in the Restated Financial Statements

The Restated Financial Information does not contain any qualification by the Statutory Auditors

SECTION II –RISK FACTOR

3. *Our Group Company, Swastika Metcast Private Limited, Has Been Incurring Losses and Has Negative Net Worth, Which May Adversely Impact Our Business and Reputation*

Swastika Metcast Private Limited, one of our Group Companies, has been incurring financial losses and currently has a negative net worth. Continued financial distress in our Group Company may have several adverse implications, including potential reputational risks, concerns from investors, lenders, and other stakeholders, and possible legal or regulatory consequences.

Furthermore, if Swastika Metcast Private Limited fails to improve its financial position, it may impact its ability to meet obligations, leading to potential liabilities that could have an indirect impact on our Company. Additionally, any financial support extended by our Promoters or affiliates to the Group Company could strain our financial resources. While our Company.

Swastika Metcast Private Limited has been disclosed as a Group Company in the Draft Prospectus (DP) solely by virtue of common shareholding. The promoters of the Issuer, Mr. Varun Sharda and Ms. Indra Sharda, hold 6.67% and 33.93% equity shares, respectively, in Swastika Metcast Private Limited. However, it is pertinent to note that Swastika Metcast Private Limited has not carried out any significant business operations in recent years and the losses reported are primarily attributable to general administrative and compliance-related expenses.

The aforementioned risk disclosure has been included in the DP in the interest of full transparency and to provide prospective investors with a holistic view of all associated group entities, in line with regulatory expectations and good disclosure practices.

There are no multiple entities currently engaged in the same line of business as of the Issuer. While Swastika Metcast was previously involved in the business of aluminium castings, it has not undertaken any business operations or generated any revenue in this domain for the past several years.

We also clarify that the company has entered into any non-compete agreement with Swastika Metcast Private Limited.

All the resources at Head office of the Company and subsidiary are separate except:

- IT infrastructure – LAN and internet service
- There are no operational, financial, or contractual linkages between the Issuer and Swastika Metcast Private Limited.

4. *Uncertainty in Capacity Utilization and Potential Impact of Underutilization*

Our production facilities have experienced varying levels of capacity utilization in recent years. For instance, during the period ended January 31, 2025, our Foundry unit operated at a utilization level of 53.50%, while Helium Testing and CNC Machining (outsourced) operated at 94.80% and 96.10%, respectively. However, in prior years, certain processes have witnessed significantly lower utilization, particularly in FY 2023 and FY 2024, where Helium Testing and CNC Machining operated at utilization rates of 63.23% and 85.18% in FY 2023 and 70.60% and 72.85% in FY 2024, respectively.

The underutilization of our foundry facility in the previous period was primarily due to capacity bottlenecks in the CNC Machining and Helium Testing processes, which were operating at high utilization levels of 96.10% and 94.80%, respectively, as of January 31, 2025.

There can be no assurance that the newly installed capacity will be optimally utilized in the near term or that our production processes will operate at higher efficiency levels. Any continued or future underutilization of our manufacturing facilities may adversely impact our fixed cost absorption, profitability, and overall return on investment.

Rationale of Capacity Utilization

In addition, the proposed capital expenditure is aimed at enhancing specific sub-processes within our operations, such as Helium Testing, CNC Machining, and related capabilities. However, this capex will not result in an increase in the main production capacity of our Foundry.

The company intends to allocate a portion of its resources towards capital expenditure, specifically for the purchase of new machinery for Helium Testing and CNC Machining. These strategic investments are expected to enhance the company's manufacturing capacity significantly. Following the installation of the new machinery, the detail of company's post expansion capacity have been provided below:

Sr No.	Process	UOM	Pre-Expansion	Post-Expansion*
1	Helium Testing	Nos	21,710.00	52,052.00
2	CNC Machining	Nos	44,710.00	84,652.00

*Please note that the **post-capacity utilization (in units and percentage)** could not be determined at this stage, as the management and ICE are of the view that such figures pertain to a **future event** and cannot be certified at present. The actual utilization data will be available only after the completion of machinery trial runs.

15. Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.

Our Company has experienced negative net cash flow in investing and financing activities in the past, the details of which are provided below:

(₹ in lacs)

Particulars	January 31, 2025	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash Flow from/ (used in) Operating Activities	179.03	189.81	111.88	146.01
Net cash generated from/ (used in) investing activities	(106.12)	(74.42)	(90.47)	(87.25)
Net Cash Flow from/ (used in) Financing Activities	(76.65)	(172.12)	24.76	(8.27)

The negative cash flow from investing activities, amounting to ₹ (106.12) lakhs during the period ended January 31, 2025, primarily reflects the Company's strategic investment in Plant and Machinery valued at ₹163.84 lakhs. This capital expenditure is aligned with our long-term growth plans and is aimed at enhancing production efficiency, supporting capacity-related sub-processes, and improving overall operational capabilities.

The company has also repaid a part its long-term borrowings amounting ₹ 163.84 lakhs and also incurred finance cost amounting ₹ 94.01 lakhs resulting in negative cash flow from Financing activities.

We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, results of operations and financial condition

17. There have been instances of delays in filing of GST Return by the Company. In case of any delay in filing of Return in future by our Company, the regulatory authorities may impose monetary penalties on us or take certain punitive actions against our Company in relation to the same which may have an adverse impact on our business, financial condition and results of operations.

In the past, there have been certain instances of delays in filing of GST return by the Company.

The details of the delay caused in filing of GST returns have been provided below:

GSTR3B:

Financial Year	Month	Due Date of filing	Date of Filing Return	Delay Period in days	Reason of Delay
2024-2025	August	20-09-2024	21-09-2024	1	Due to Reconciliation
2024-2025	July	20-08-2024	21-08-2024	1	
2024-2025	June	20-07-2024	22-07-2024	2	
2023-2024	March	20-04-2024	29-04-2024	9	
2023-2024	October	20-11-2023	21-11-2023	1	
2023-2024	July	20-08-2023	22-08-2023	2	
2023-2024	May	20-06-2023	21-06-2023	1	
2023-2024	April	20-05-2023	26-05-2023	6	
2022-2023	March	20-04-2023	25-04-2023	5	
2022-2023	February	20-03-2023	21-03-2023	1	
2022-2023	November	20-12-2022	21-12-2022	1	
2021-2022	June	20-07-2021	21-07-2021	1	
2020-2021	October	20-11-2020	28-11-2020	8	
2020-2021	September	20-10-2020	29-10-2020	9	
2020-2021	August	20-09-2020	26-09-2020	6	
2020-2021	June	20-07-2020	22-07-2020	2	
2019-2020	December	20-01-2020	22-01-2020	2	
2019-2020	November	23-12-2019	30-12-2019	7	
2019-2020	October	20-11-2019	30-11-2019	10	
2019-2020	September	20-10-2019	24-10-2019	4	
2019-2020	August	20-09-2019	02-10-2019	12	
2019-2020	July	22-08-2019	23-08-2019	1	
2019-2020	May	20-06-2019	24-06-2019	4	
2019-2020	April	20-05-2019	31-05-2019	11	
2018-2019	March	23-04-2019	18-05-2019	25	
2018-2019	February	20-03-2019	28-03-2019	8	
2018-2019	January	22-02-2019	26-02-2019	4	
2018-2019	December	20-01-2019	30-01-2019	10	
2018-2019	November	20-12-2018	28-12-2018	8	
2018-2019	October	20-11-2018	22-12-2018	32	
2018-2019	August	20-09-2018	05-10-2018	15	
2018-2019	July	24-08-2018	29-08-2018	5	
2018-2019	May	20-06-2018	27-06-2018	7	
2018-2019	April	22-05-2018	05-06-2018	14	
2017-2018	March	20-04-2018	14-05-2018	24	
2017-2018	November	20-12-2017	27-12-2017	7	
2017-2018	October	20-11-2017	24-11-2017	4	
2017-2018	September	20-10-2017	17-11-2017	28	
2017-2018	August	20-09-2017	25-09-2017	5	
2017-2018	July	25-08-2017	04-09-2017	10	
2023-2024	October	20-11-2023	21-11-2023	1	
2023-2024	July	20-08-2023	22-08-2023	1	
2023-2024	May	20-06-2023	21-06-2023	2	

GSTR-1:

Financial Year	Month	Due Date of filing	Date of Filing Return	Delay Period in days	Reason of Delay
2023-2024	April	11-05-2023	15-05-2023	4	Due to Reconciliation
2021-2022	January	11-02-2022	14-02-2022	3	
2021-2022	November	11-12-2021	13-12-2021	2	
2021-2022	October	11-11-2021	15-11-2021	4	
2021-2022	August	11-09-2021	13-09-2021	2	
2021-2022	June	11-07-2021	12-07-2021	1	
2020-2021	November	11-12-2020	16-12-2020	5	
2020-2021	October	11-11-2020	12-11-2020	1	
2020-2021	September	11-10-2020	12-10-2020	1	
2019-2020	October	11-11-2019	22-11-2019	11	
2019-2020	September	11-10-2019	24-10-2019	13	
2019-2020	August	11-09-2019	16-09-2019	5	
2019-2020	July	11-08-2019	13-08-2019	2	

Financial Year	Month	Due Date of filing	Date of Filing Return	Delay Period in days	Reason of Delay
2019-2020	June	11-07-2019	19-07-2019	8	
2019-2020	May	11-06-2019	17-06-2019	6	
2019-2020	April	11-05-2019	20-05-2019	9	
2018-2019	March	13-04-2019	18-05-2019	35	
2018-2019	February	11-03-2019	12-03-2019	1	
2018-2019	January	11-02-2019	20-02-2019	9	
2018-2019	November	11-12-2018	22-12-2018	11	
2018-2019	October	11-11-2018	22-12-2018	41	

The Company acknowledges that delays in the filing of statutory returns are a matter of concern and have, at times, resulted in inadvertent non-compliance. The reasons for these delays have primarily included reconciliation issues and the complexities involved in compiling accurate data for filing.

Steps Taken by the Company to Prevent Future Delays:

- i. The Company is in process of establishing stricter internal controls and periodic reviews to ensure that all required statutory forms and returns are filed in a timely manner. This includes ensuring that all departments are aligned and there is no delay in providing the necessary data.
- ii. The reconciliation process will be optimized to ensure that all financial data is verified and prepared well in advance, thus preventing last-minute delays due to discrepancies.
- iii. A dedicated compliance would be set up, responsible solely for ensuring timely and accurate filing of all statutory returns, including GST and other forms.

The Company remains committed to ensuring that such delays do not occur in the future and continues to take proactive measures to comply with all statutory obligations in a timely and efficient manner.

No penalty has been imposed by the statutory authority for the late filing of returns, however late fees and interest levied have been paid at the time of filing of returns. Since no penalty has been levied, the question of filing a Compounding application does not arise.

18. We have been unable to locate certain of our historical corporate records. Our Company was incorporated in 1996 and certain corporate records and documents filed by us with the RoC are not traceable.

We have undertaken extensive search for our records at registered office of the company and on the MCA, portal maintained by the Ministry of Corporate Affairs, we have not been able to trace few of the annual forms. In this regard, we have relied on the minutes, statutory registers and search report dated March 26, 2025 prepared by a practicing company secretary, named Shiksha Bhavik Sheth representing M/s SB Sheth & Associates, Company Secretary, which was prepared based on their physical search of the documents available with the Registrar of Companies, Kolkata and search of the information and records available on the portal of the Ministry of Corporate Affairs. Accordingly, we have included the details of the build-up of the share capital of the Company and the build-up of the Promoters' shareholding in our Company in this draft prospectus, by placing reliance on other corporate records such as the annual reports filed by corporate entities who were the erstwhile shareholders of our Company and the documents such as Annual Return filed by our Company with the Registrar of Companies.

We cannot assure you that the filings were made in a timely manner or at all. We cannot assure you that, in future, we will not be subjected to any liability on account of non-availability of such records. Although no legal proceedings or regulatory actions have been initiated or pending against us in relation to such untraceable secretarial and other corporate records and documents, if we are subject to any such liability, it may have adverse effect on our compliant status, financial condition, cash flows and results of operations. Further, there can be no assurance that there will be no such delays or non-compliances in the future and our Company will not be subject to adverse actions by the authorities.

Company Secretary and Merchant Banker has undertaken due diligence by conducting both physical and online searches. This included visiting the office of the Registrar of Companies (ROC), Kolkata to search for the relevant documents on an offline basis, as well as carrying out extensive searches on the Ministry of Corporate Affairs (MCA) portal to trace and verify the availability of the records. These efforts were made to ensure that all material corporate information is appropriately disclosed and any gaps are duly addressed. We have also appointed PCS for due diligence and trace the missing documents.

The missing form/corporate record have been provided below:

SI No.	Particulars	Year
1	Annual Return	1997
2	Annual Return	1998
3	Annual Return	1999

To prevent recurrence of such instances, the Company has taken the following steps:

- A dedicated Compliance Officer has been appointed to oversee and ensure timely execution of all statutory and regulatory filings.
- The Company is planning to conduct regular internal compliance audits to detect and correct any deviations in advance.

All share capital built-up of the Company is supported by the requisite statutory forms and filings, except for the increase in Authorized Capital in the year 1996—from ₹20.00 lakhs to ₹40.00 lakhs. Although the relevant form for this particular increase is not available, the change has been verified from the Audited Financial Statements for the year ended March 31, 1997.

19. There have been instances of non-compliance in filing statutory forms which were required to be filed as per the reporting requirements with the Registrar of Companies under the Companies Act in the past which may attract penalties.

In the past, there have been certain instances of non-compliance in filing statutory forms which have been missed and subsequently the company has filed respective forms with late fees with the RoC for the violation and also filed for compounding application with the RoC. No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position. The details of the compounding application are as follows:

SL No.	Particulars	Status
1	Violation of Section 29(1A) of the Companies Act, which states that 2013, an unlisted Public Company is required to dematerialize all the shares of the Company and apply for an ISIN on or after October 2, 2018. However, the Company has made physical transfer of shares in the F.Y. 2018-19, F.Y. 2019-2020, F.Y. 2020-21 and F.Y. 2021-22 respectively without dematerialization of the shares.	Company has filed the Compounding application of the same under Form GNL-1 on 29/03/2025 vide SRN: N29874641

The delay occurred primarily due to transition in compliance personnel, technical issues with the MCA portal, or unforeseen circumstances such as the pandemic. The Company deeply regrets the delay and acknowledges the importance of timely compliance with statutory requirements. We further clarify that the delay was unintentional, and necessary steps have since been taken to ensure that all pending filings have been duly completed.

Following the delays in the filing of certain statutory forms, the Company has appointed a designated compliance officer to oversee all regulatory filings and ensure timely execution of related tasks. This preventive measure will strengthen its compliance framework and ensure timely adherence to statutory requirements moving forward.

The delays have been regularized and the Company has taken necessary steps to ensure that all overdue forms have been submitted with the appropriate authorities, along with payment of any applicable additional fees.

The statutory authority has not imposed any penalty for violation but the company has voluntarily filed for compounding under Form GNL-1 on 29/03/2025 vide SRN: N29874641 for Violation of Section 29(1A) of the Companies Act.

The final order for compounding application dated 29/03/2025 could not be provided as the same is Pending for Hearing before concerned authorities.

22. Our success depends on stable and reliable logistics and transportation infrastructure. Disruption of logistics and transportation services could impair the ability of our suppliers to deliver materials or our ability to deliver materials to our customers and/ or increase our transportation costs, which may adversely affect our operations.

We utilize third party transportation services by road for procurement and supply of materials and from/ to our suppliers and customers in domestic market, and by sea freight in international market. Transportation by road involves risks, including, collision, grounding, storm, fire, explosion, lightning, political instability, and operating restrictions/ lockdown consequent to outbreak of infectious diseases, such as the COVID-19 pandemic. Any delay or disruption caused to the transportation of materials could adversely impact our ability to procure the materials as well as to meet the delivery schedule of the customers in an economical manner. To ensure timely delivery of materials, we may also be required to maintain relatively high level of inventory of materials and this may also resultantly increase our cost.

Also, exporting materials via sea transportation presents several inherent risks that can impact efficiency and profitability, including cargo damage or loss due to handling issues or adverse weather, as well as theft and piracy in certain regions. Delays from customs procedures and unreliable carriers can disrupt supply chains, while non-compliance with international regulations may lead to fines or cargo seizures. Environmental risks, such as natural disasters, and pollution liability further complicate matters. Financial risks arise from fluctuating exchange rates and potential customer defaults, necessitating protective measures like credit insurance. Additionally, operational risks include accidents at sea and insufficient handling capabilities.

To mitigate the risks associated with road and sea transportation, our company shall implement a comprehensive risk management strategy. For road transport, diversifying logistics partners and investing in real-time tracking systems will enhance shipment visibility and flexibility during disruptions. Establishing contingency plans for alternate routes or backup carriers will further reduce risks from political instability or natural disasters. For sea freight, securing cargo insurance will protect against losses from theft, damage, or piracy, while strengthening partnerships with reliable carriers will minimize customs delays.

The Company generally relies on local transportation services, including individual tempo and truck owners, for routine and short-distance deliveries. These arrangements are typically informal and made on a need basis without formal agreements.

However, for larger and more critical consignments, the Company has entered into a formal transportation arrangement with a reputed logistics service provider.

This approach allows the Company to maintain cost efficiency while ensuring reliable logistics support for larger-scale requirements.

23. We are required to comply with certain restrictive covenants under our financing agreements. Any noncompliance may lead to, amongst others, an accelerated repayment schedule, enforcement of security, and suspension of further drawdowns, which may adversely affect our business, results of operations, financial condition, and cash flows.

The financing arrangements entered into by us include conditions that require our Company to obtain respective lenders' consent prior to carrying out certain activities and entering into certain transactions. As of the date of this Draft Prospectus, we had outstanding indebtedness of Rs. 915.15 lakhs based on Restated Standalone Financial Statements. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such a loan and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents from certain lenders include, amongst others, (a) any scheme of merger, amalgamation, restructuring, compromise or dissolution, (b) permit or effect any direct or indirect change in the legal, or beneficial ownership or control, (c) Change in our Company's Memorandum or Articles of Association, and (d) affect any material change in the management of the business of our Company.

While we have received all relevant consents required for the purposes of this Offer and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certain actions or initiatives that we may propose to take from time to time. While we have not defaulted on any covenants in financing agreements in the past, we cannot assure you that this will continue to be the case in the future. A failure to observe the covenants under our financing arrangements or to obtain necessary consents/ waivers, constitutes defaults under the relevant financing agreements and will entitle the respective lenders to declare a default against us and enforce remedies under the terms of the financing agreements, that include, including others, acceleration of amounts due under such facilities, enforcement of any security interest created under

the financing agreements and taking possession of the assets given as security in respect of the financing agreements. If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition, during any period in which we are in default, we may be unable to raise, or face difficulties raising, (further financing. For further information on our borrowings, see “*Financial Indebtedness*” on page 218.

To address this risk our company shall implement a proactive compliance and communication strategy. Establishing a robust internal monitoring system will help track covenants and conditions in financing agreements, ensuring ongoing compliance. Regular reviews of these agreements will allow us to anticipate actions needing lender consent and avoid potential breaches. Maintaining open communication with lenders about significant business developments will facilitate smoother negotiations for approvals.

There has been no past instance wherein the outstanding loans have been converted into equity.

We have received NOC’ s from all the Lenders except for the Vehicle loans and for Unsecured Loan from Bajaj Finance Limited.

24. Inability to Obtain NOCs from Certain Lenders

The Company has availed vehicle loans from HDFC Bank and Yes Bank, and an unsecured loan from Bajaj Finance Limited. We, the Lead Manager to the Issue, hereby declare that, based on the due diligence carried out by us and the information and confirmations provided by the Company, there are no restrictive covenants stipulated under the vehicle loan agreements with HDFC Bank and Yes Bank, or under the unsecured loan availed from Bajaj Finance, which would have a material adverse impact on the Company or its ability to undertake the proposed capital raising activity. Although, there is no requirement to obtain the NOC from the aforesaid lenders, as a good corporate governance practice we have reached out to them for seeking NoC.

Despite our best efforts and continuous follow-ups, we have been unable to obtain No Objection Certificates (NOCs) from these lenders. Specifically, HDFC Bank and Yes Bank have not issued NOCs for the vehicle loans, and Bajaj Finance Limited, as per their internal policy, does not issue NOCs for unsecured loans. While we have made every reasonable attempt to procure the necessary consents, the inability to obtain these NOCs may be perceived as a procedural risk, which could potentially impact the perception of our creditworthiness or compliance status among stakeholders. However, we affirm that all such loans are duly serviced and are not in default.

We further confirm that, although the Company has not been able to obtain No Objection Certificates (NOCs) from the aforesaid lenders despite its best efforts, the same is not due to any covenant restricting the Company from proceeding with the Issue. The Company has clarified that these NOCs could not be obtained as Bajaj Finance has an internal policy of not issuing NOCs for unsecured loans, and HDFC Bank and Yes Bank have not responded despite multiple follow-ups.

To the best of our knowledge and belief, the absence of these NOCs does not, in any manner, hinder or restrict the Company from proceeding with the proposed Issue.

CAPITAL STRUCTURE

- 32) An over-subscription to the extent of 10% of the Net Issue as per Reg 268(2) of SEBI ICDR can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased; so as to ensure that 50% of the post Issue paid-up capital is locked in.

15) Promoters' Contribution and other Lock-In details:

In accordance with Regulations 236 and 238 of the SEBI (ICDR) Regulations, the Promoters of our Company shall be subject to the following lock-in restrictions on their shareholding:

Minimum Promoters' Contribution: An aggregate of [●]% of the fully diluted post-Offer share capital of the Company, held by the Promoters, shall be locked in for a period of three years from the date of allotment (the "Minimum Promoters' Contribution").

Excess Promoter Shareholding over Minimum Promoters' Contribution: The Promoters' shareholding in excess of the Minimum Promoters' Contribution, i.e., [●]% of the fully diluted post-Offer Excess Promoter Shareholding over Minimum Promoters' Contribution: The Promoters' shareholding in excess of the Minimum Promoters' Contribution, i.e., [●]% of the fully diluted post-Offer capital (equivalent to [●] Equity Shares), shall be locked in for a period of two years from the date of allotment in the Offer.

Further Excess Promoter Shareholding: The remaining 50% of the Promoters' holding in excess of the Minimum Promoters' Contribution, i.e., [●]% of the fully diluted post-Offer capital (equivalent to [●] Equity Shares), shall be locked in for a period of one year from the date of allotment in the Offer.

The lock-in of the Minimum Promoter's Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock exchange before the listing of the Equity Shares.

Following are the details of Minimum Promoters' Contribution:

Number of Equity Shares locked-in ^{*(1)(2)(3)}	Nature of Allotment / Transfer	Date of Allotment and Date when made fully paid-up	Face value (in ₹)	Issue / Acquisition Price per Equity Share (in ₹)	Nature of consideration (cash / other than cash)	% of fully diluted post-Issue paid-up capital	Period of lock-in
Varun Sharda							
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Indra Sharda							
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
TOTAL							[●]

* Subject to finalisation of Basis of Allotment.

(1) For a period of two years from the date of allotment.

(2) All Equity Shares have been fully paid-up at the time of allotment.

(3) All Equity Shares held by our Promoters are in dematerialized form.

NOTES TO THE CAPITAL STRUCTURE

- 4) The Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves

OBJECTS OF THE ISSUE

Schedule of implementation

We propose to deploy the Net Proceeds towards the aforesaid Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(₹ in Lakhs)

Sr. No.	Particulars	Total Estimated Cost	Amount to be funded from the Net Proceeds	Amount to be funded from internal accruals/ Borrowings	Estimated Utilisation of Net Proceeds
					Fiscal 2026
1.	Capital Expenditure for acquisition of Plant & Machinery and construction of Shed & Building	Upto 654.88	Upto 500.00	Upto 154.88	Upto 500.00
2.	Funding of working capital requirements of our Company ^	Upto 1,696.43	Upto 550.00	Upto 1,146.43	Upto 550.00
3.	General corporate purposes *	[•]	[•]	Nil	[•]

*To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

^Our Company shall also fund the incremental working capital requirements by availing loan facilities.

The fund requirements for all objects are proposed to be entirely funded from the Net Proceeds from IPO, existing bank borrowings, internal accruals and net worth. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards 75% of the stated means of finance excluding the amount to be raised through IPO proceeds, existing bank borrowings, internal accruals and net worth.

Given the dynamic nature of the industry and specifically that of our business, we may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and taxes and duties, interest and finance charges, working capital margin, regulatory costs, environmental factors and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with applicable law. Moreover, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 15% of the gross proceeds from the Issue in accordance with the SEBI ICDR Regulations. In case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects, per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscals towards the aforementioned Objects.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the Lead Manager or appraised by any bank, financial institution. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange

rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing. For further details see “*Risk Factors 37 - We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further, we have not identified any alternate source of financing the ‘Objects of the Issue’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.*” on page 4.

The fund requirements set out for the aforesaid objects of the Issue are proposed to be met entirely from the Net Proceeds and internal accruals. In view of above, we confirm that, with respect to the Objects, our Company is in compliance with Regulation 230(1)(e) of the SEBI ICDR Regulations and we are not required to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue and existing identifiable internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals.

Details of Objects of the Issue

1. Acquisition of Plant & Machinery and Construction of Shed & Building

Swastika Castal Ltd. has established itself as a prominent player in aluminium casting and manufacturing through its diverse production capabilities. The company employs several specialized casting processes to meet various industrial requirements. Our company specializes in providing advanced facilities for quality control and precision measurement, ensuring the highest standards across diverse industries. We utilize helium gas leak detectors to identify and locate even the smallest leaks in systems or components. Helium, with its small atomic size and inert properties, is an ideal tracer gas for leak detection, allowing us to ensure the integrity of critical products such as vacuum chambers, valves, and hermetic seals.

Additionally, our facility includes CNC, coordinate measuring machines (CMMs) for automated precision measurement of manufactured parts. These machines verify dimensional accuracy by measuring geometrical characteristics such as size, shape, and position against design specifications.

By integrating these advanced technologies into our operations, we provide comprehensive solutions that enhance product integrity, ensure dimensional precision, and maintain the highest quality standards across all applications. After installation of this machine’s total capacity of CNC and Helium Testing will approximately increase to 84,652 and 52,052 units respectively

In order to further expand our production & testing capabilities, we tend to utilize our Net Proceeds of upto 500.00 lacs for acquisition of Plant & Machinery.

Sr No	Particulars	Vendor Details	Purpose of the Machinery	Units	Price Per Unit (₹ in Lakhs)	Amount of GST (₹ in Lakhs)	Total Estimated Cost (₹ in Lakhs)	Quotation Reference & Validity
1	CNC Slant Bed Turning Machine	Ace Designers limited	Used for precision machining of components based on customer specifications.	1	66.31	11.94	78.25	Dated: 19-02-2025 Validity: 120 days
2	Horizontal Machining Centre (approx X-600, Y 600, Z- 600) *	Bharat Fritz Werner Ltd.	Facilitates high-precision machining of components as per customer specifications.	1	90.00	16.20	106.20	Q/BFW/25/000482 Dated: 28-02-2025 Validity: 6 months

Sr No	Particulars	Vendor Details	Purpose of the Machinery	Units	Price Per Unit (₹ in Lakhs)	Amount of GST (₹ in Lakhs)	Total Estimated Cost (₹ in Lakhs)	Quotation Reference & Validity
3	Horizontal Machining Centre (approx X-800, Y 700, Z-800)	Bharat Fritz Werner Ltd.	Enables advanced machining operations for manufacturing components in accordance with client requirements.	2	99.95	35.98	235.88	Q/BFW/25/00483 Dated: 28.02.2025 Validity: 6 months
4	Kirloskar 500KVA Dg Set with AMF Panel	Aqua Dynamic Solution	Provides backup power to ensure uninterrupted production during electrical outages.	1	42.00	7.56	49.56	ADS /1091/2025/B aroda Dated: 27-02-2025 Validity: Till cancelled
5	Helium Leak Test System Double Chamber Helium Leak Testing	Nxtek Yantra Private Limited	Performs helium-based leak testing to ensure the quality and integrity of the final product.	1	125.00	22.50	147.50	Ref: Q01506 Dated: 28/02/2025 Validity: 180 days
6	Ingersoll Rand Make Screw Air Compressor	Standard Engineering Company	Powers various machines and is also used for cleaning and washing of components.	02	7.65	2.75	18.05	STD/2025023 9/VB/AP Dated: 28.02.2025 Validity: 6 months
7	I-R make Refrigerated air dryer	Standard Engineering Company	Removes moisture from compressed air to ensure a dry and clean air supply.	02	2.025	0.73	4.78	STD/2025023 9/VB/AP Dated: 28.02.2025 Validity: 6 months
8	Tools & Fixtures	Delta Tooling Solutions	Comprises tool sets and attachments for the new machines to support component manufacturing as per customer specifications.	65	-	2.81	18.44	Ref: QT-2025-00115-1 Dated: 24.02.2025 Validity: Till 24.08.2025

Sr No	Particulars	Vendor Details	Purpose of the Machinery	Units	Price Per Unit (₹ in Lakhs)	Amount of GST (₹ in Lakhs)	Total Estimated Cost (₹ in Lakhs)	Quotation Reference & Validity
9	Tools & Fixtures	Delta Tooling Solutions	Comprises tool sets and attachments for the new machines to support component manufacturing as per customer specifications.	58	-	3.00	19.69	Ref: QT-2025-00117 Dated: 24.02.2025 Validity: Till 24.08.2025
Total						103.47	678.35	

* Note:

The details of machine which the Company already have in its plant have been provided below:

Sr No.	Particulars of the Machine	Date of Purchase	Cost of Machine	Name of the Supplier
1.	CNC Horizontal Machining Centre Model Prima 44	03.02.2022	66,50,000	Bharat Fritz Werner Ltd.

Please note that the Horizontal Machining Centre proposed to be acquired from the proceeds of the issue is an advanced and upgraded model of the machine mentioned above and the cost difference certification have been provided by Kirtesh Kumar G Shah vide certificate dated June 03,2025.

Construction of Shed and Building

The disclosures relating to construction of Shed and Building forming part of capital expenditure have been provided below:

Sr No.	Particulars	Vendor Details	Purpose of the Machinery	Units	Price Per Unit (₹ in Lakhs)	Amount of GST (₹ in Lakhs)	Total Estimated Cost (₹ in Lakhs)	Quotation Reference & Validity
1.	Construction of Shed & Building	Khurana Constructions	The proposed shed and building are intended to be constructed to accommodate the installation of new machinery and to support the increased output resulting from it.	10,000 Sq. Ft	80	14.40	94.40	Ref: KC/1 Dated: 01.03.2025 Validity: Till cancelled
Total						14.40	94.40	

we confirm that the issue is in Compliance with the requirement of Reg 230(1)(e) of SEBI ICDR, 2018.

We confirm that the machineries/equipment mentioned in the objects of the offer does not include any second-hand machineries.

We hereby confirm that any of the Promoter(s), Promoter Group, Director (s), Key managerial Personnel or Senior Managerial personnel have no interest or are related to vendor in any capacity.

In this regard, we clarify that the cost of machinery and equipment mentioned under the Objects of the Offer does not include applicable Goods and Services Tax (GST). The GST payable on such procurement will be funded through the Company's internal accrual, and not from the proceeds of the Offer.

Furthermore, the GST incurred on the purchase of machinery and equipment will be eligible for input tax credit, and the same shall be set off against the Company's output GST liability, in accordance with applicable provisions of the Goods and Services Tax laws.

2. Funding the working capital requirements of our Company

With the expansion of the business, our company will be in need of additional working capital requirements. We fund a majority of our working capital requirements in the ordinary course of business from banks facilities and internal accruals. Our Company requires additional working capital for funding its incremental working capital requirements and releasing the internal accruals deployed in working capital. The funding of the incremental working capital requirements will lead to a consequent increase in our profitability, ability to utilize internal accruals for growth opportunities and achieving the proposed targets as per our business plan.

Our Company proposes to utilize upto ₹ 550 Lakhs of the Net Proceeds towards our Company's working capital requirements. The company shall utilize ₹ 550 Lakhs in Fiscal 2026 towards our Company's working capital requirements. The balance portion of our Company working capital requirement shall be met from the working capital facilities availed and internal accruals.

Basis of estimation of working capital requirement

The details of our existing Company's working capital as at March 31, 2022, March 31, 2023 and March 31, 2024 and for the period ended January 31, 2025, and the source of funding, derived from the restated financial statements of our Company, as certified by our Statutory Auditor through their certificate dated March 24, 2025 are provided in the table below. On the basis of the existing and estimated working capital requirement of our Company, and assumptions for such working capital requirements, our Board pursuant to its resolution dated March 20, 2025 has approved the estimated working capital requirements for Fiscals 2025 and 2026 as set forth below:

(₹ in Lakhs)

Sl. No.	Particular	As at March 31, 2023	As at March 31, 2024	As at January 31, 2025	As at March 31, 2025	As at March 31, 2026
		(Actual - Restated)	(Actual - Restated)	(Actual - Restated)	(Estimated)	(Projected)
(A)	Current assets					
(a)	Inventories	695.03	633.33	715.90	721.22	865.47
(b)	Trade Receivables	702.12	571.09	982.87	841.41	961.60
(c)	Other Current Assets	118.80	100.10	153.43	248.63	424.67
	Total current assets (A)	1,515.94	1,304.53	1,852.20	1,811.26	2,251.74
(B)	Current liabilities					
(a)	Trade payables	481.31	300.24	765.23	675.89	713.89
(b)	Other Current Liabilities and Short-term Provisions	322.30	259.34	175.96	179.79	168.49
	Total current liabilities (B)	803.61	559.58	941.20	855.68	882.38
(C)	Total working capital requirements (C = A - B)	712.34	744.95	911.00	955.58	1,369.35
(D)	Funding pattern					
(a)	IPO proceeds	-	-	-	-	550.00
(b)	Borrowings from banks, financial institutions and non-banking financial companies and internal accruals or Internal accruals/ Net Worth	712.34	744.95	911.00	955.58	819.35
	Total	712.34	744.95	911.00	955.58	1,369.35

Note: Pursuant to the certificate dated March 24, 2025 issued by the Statutory Auditor.

Our Company shall also fund the incremental working capital requirements by availing loan facilities or from Internal Accruals.

Assumptions for our estimated working capital requirements

(In Days)

Particulars	As at March 31, 2023	As at March 31, 2024	As at January 31, 2025	As at March 31, 2025	As at March 31, 2026
	(Actual-Restated)	(Actual-Restated)	(Actual-Restated)	(Estimated)	(Projected)
Holding Level for year/period ended					
Inventory	95	92	85	81	81
Trade Receivables	107	92	127	105	100
Trade Payables	185	133	227	200	175

Key assumptions for working capital requirements

Our Company's estimated working capital requirements on a standalone basis are based on the following key assumptions:

S. No.	Particulars	Assumptions
Current Assets		
1	Inventories	Inventory levels are maintained by our Company depending upon the demand and delivery schedules. We had inventory turnover days of 95 days, 92 days and 85 days in Fiscal 2023, Fiscal 2024 and Period ended January 31, 2025 respectively. We expect the same to be around 81 days for Fiscal 2025 and 2026 respectively.
2	Trade Receivables	Our Company's general credit terms vary across export sales and domestic sales. We had debtors holding days of 107 days, 92 days and 127 days in Fiscal 2023, Fiscal 2024 and period ended January 31, 2025 respectively. We expect debtors holding days to be around 105 days and 100 days for Fiscal 2025 and 2026 respectively.
Current Liabilities		
3	Trade Payables	Over the past few years, there was an increase in the payment cycle to vendors. This led to an increase in trade payables leading to a lesser working capital requirement. We had creditors payment cycle of 185 days, 133 days and 227 days in Fiscal 2023, Fiscal 2024 and period ended January 31, 2025 respectively. However, we expect our creditors payments days to 200 days and 175 days for Fiscal 2025 and Fiscal 2026 respectively, resulting in an expansion of the working capital needed. Quicker settlements enable us to leverage cash discounts from suppliers, enhancing our profitability.

PRODUCTION FACILITY AND CAPACITY UTILIZATION

The tables below show the installed capacity and utilization of our production facilities for the period ended January 31, 2025 and for fiscal years ended 2024, 2023 and 2022.

Sr No.	Process	UOM	January 31, 2025	March 31, 2024	March 31, 2023	March 31, 2022
Main Process						
1	Foundry					
	Total Capacity	MT	1000.00	1200.00	1200.00	1200.00
	Total Utilised	MT	535.00	562.09	639.57	629.39
	Utilization %	MT	53.50%	46.84%	53.30%	52.45%
Sub Process						
2	Helium Testing					
	Total Capacity	Nos	21,710.00	22,032.00	19,620.00	18,480.00
	Total Utilised	Nos	20,582.00	15,554.00	12,406.00	12,152.00
	Utilization %	Nos	94.80%	70.60%	63.23%	65.76%
3	CNC Machining (outsourced)					
	Total Capacity	Nos	44,710.00	53,652.00	52,074.00	51,360.00
	Total Utilised	Nos	42,968.00	39,083.00	44,359.00	50,589.00
	Utilization %	Nos	96.10%	72.85%	85.18%	98.50%

**As certified by Kirtesh Kumar G Shah, independent chartered engineer vide certificate dated May 29, 2025.*

The company intends to allocate a portion of its resources towards capital expenditure, specifically for the purchase of new machinery for Helium Testing and CNC Machining. These strategic investments are expected to enhance the company's manufacturing capacity significantly. Following the installation of the new machinery, the detail of company's post expansion capacity have been provided below:

Sr No.	Process	UOM	Pre-Expansion	Post-Expansion*
1	Helium Testing	Nos	21,710.00	52,052.00
2	CNC Machining	Nos	44,710.00	84,652.00

*Please note that the **post-capacity utilization (in units and percentage)** could not be determined at this stage, as the management and ICE are of the view that such figures pertain to a **future event** and cannot be certified at present. The actual utilization data will be available only after the completion of machinery trial runs.

We confirm that there will not be any swap benefits that would accrue to the Company for the new machinery being acquired.

The time gap between the date of placement of order and the date of delivery will be within **30 to 45 days**, from the date of payment

The construction of shed and Building would be extension of existing manufacturing facility at Block 535, Vermardi Road, Karjan, Vadodara – 391210, Gujarat.

We clarify that the proposed construction pertains to a new shed within the existing manufacturing unit and is entirely located within the established factory premises. As such, no additional licenses or regulatory approvals are required beyond those already obtained.

OUR MANAGEMENT

Our Board of Directors

In accordance with our Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall be as per the applicable provisions of the Companies Act, 2013. As on date of this Draft Prospectus, we have Four (4) Directors on our Board, which includes one (1) Managing Director, one (1) Non-Executive Director, and two (2) Independent Directors. Our Board of Directors comprises of One (1) Women Director of our Company.

Set forth below, are details regarding our Board as on the date of this Draft Prospectus:

Name, DIN, Date of Birth, Designation, Address, Occupation, Term and Nationality	Age (years)	Other Directorships
Varsha Sharda DIN: 05291150 Date of Birth: 18/04/1986 Designation: Director Address: B/402 Suramya Altis, B/S Pancham High Street, NR Manisha, OP Road, Vadodara-390007, Gujarat, India. Occupation: Business Term: Liable to retire by Rotation Period of Directorship: September 30,2019 Nationality: Indian	39 Years	NA

Brief Biographies of our Directors

Mr. Varun Sharda, aged 45 years, serves as the Promoter and Managing Director of the Company. He is having experience of over 18 years in the casting sector, he currently serves as the Managing Director of the Company. In this role, he is responsible for overseeing the strategic direction and operational efficiency of the company, fostering a collaborative environment among executives to drive growth and enhance stakeholder relationships. His leadership emphasizes the implementation of innovative practices aimed at improving customer satisfaction. He possesses strong skills in team leadership, strategic planning, and project management, making him an invaluable asset in driving organizational success. Since June 2007, he has also played a pivotal role as a Director at Swastika Castal Ltd., where he has directed initiatives focused on expansion and operational excellence. He successfully managed cross-functional teams and developed strategic plans that significantly increased both market share and profitability.


Profile of Key Managerial person:


Gopalkumar Ambalal Gandhi, CFO 62-year-old is a seasoned professional with over Two decades of experience in the field of Accounts and Finance. He holds a Master's degree in Commerce from the University of Baroda and has developed deep expertise in financial management, accounting and taxation. He has been associated with Swastika Castal Limited since 2006 and has played a pivotal role in overseeing the company's financial operations. His strategic insights and extensive knowledge in financial planning and control have been instrumental in strengthening the company's financial position. With his vast experience and leadership, Gopalkumar Ambalal Gandhi continues to be a key asset to Swastika Castal Limited, driving financial excellence and supporting the organization's long-term vision.

Mukesh Khanna, Company Secretary and Compliance Officer, a 61-year-old highly qualified professional, has been a fellow member of the Institute of Company Secretaries of India since 1994. He holds a B. Com degree from Guru Nanak Dev University. His extensive experience includes serving as Company Secretary at Lactose (India) Limited, as well as Company Secretary and Finance Controller at R.K. Machine & Tools Limited for two years. Additionally, he worked as a Company Secretary at Asian Oilfield Services Limited for four years. His vast experience in corporate governance and compliance will be instrumental in helping Swastika ensure adherence to regulatory requirements.

OUR PROMOTERS AND PROMOTER GROUP

(i) Details of Individual Promoters of our Company:

	<p>Varun Sharda, aged 45, serves as the Promoter and Managing Director of the Company.</p> <p>He is having experience of over 18 years in the casting sector, he currently serves as the Managing Director of the Company. In this role, he is responsible for overseeing the strategic direction and operational efficiency of the company, fostering a collaborative environment among executives to drive growth and enhance stakeholder relationships. His leadership emphasizes the implementation of innovative practices aimed at improving customer satisfaction. He possesses strong skills in team leadership, strategic planning, and project management, making him an invaluable asset in driving organizational success.</p> <p>Since June 2007, he has also played a pivotal role as a Director at Swastika Castal Ltd., where he has directed initiatives focused on expansion and operational excellence. He successfully managed cross-functional teams and developed strategic plans that significantly increased both market share and profitability.</p>
Name of Promoter	Varun Sharda
Father's Name	Late Alope Sharda
Date of Birth	11/12/1979
Age	45
Qualification	Higher Secondary (Class XII)
Occupation	Business
Nationality	Indian
Address	A-9, Samrajya Munjmahuda, Akota, Vadodara – 390020, Gujarat, India.
DIN	01571483
PAN	ALFPS7765L
Directorship in Other Companies	NIL
Other Ventures	Varun Sharda HUF

	<p>Indra Sharda, aged 63, is the Promoter of the company and has played a pivotal role in its strategic growth.</p> <p>Indra Sharda has been a crucial figure in the development of our company, offering essential insights and support that have greatly influenced its growth and success. Her unique perspective has been instrumental in shaping the strategic direction of the company, aligning with the foundational values established by the Late Alope Sharda.</p> <p>Through her commitment, she has fostered a collaborative environment that emphasizes the company's core principles. Her dedication has proven vital in navigating challenges and seizing opportunities, ensuring the company maintains its leadership position within its industry. Her encouragement and support have been pivotal in driving the organization forward, reinforcing its mission and vision.</p>
Name of Promoter	Indra Sharda
Father's Name	Late Bhanwan Lal Chittlangia
Date of Birth	28/07/1961

Age	63
Qualification	Secondary Education (Class X)
Occupation	Business
Nationality	Indian
Address	Suramya Flats, Tower B, Flat No. 402, Behind Pancham Heights, Akota – 390020, Vadodara, Gujarat.
DIN	NA
PAN	AKZPS9195H
Directorship in Other Companies	NIL
Other Ventures	Partner at Metal Forms

OTHER REGULATORY AND STATUTORY DISCLOSURES

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated March 21, 2025, from M/s. O.P Rathi & Co, Chartered Accountants, the Peer Reviewed Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Peer Reviewed Auditor and in respect of its (i) examination report dated March 20, 2025 on our restated financial information; and (ii) its report dated March 21, 2025, on the statement of special tax benefits in this Draft Prospectus and such consent has not been withdrawn as on the date of this Draft Prospectus.

Our Company has received written consent dated March 26, 2025, from Kirtesh Kumar G Shah, Independent Chartered Engineer to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an Independent Chartered Engineer and in respect of the information contained in this certificate included in the offer documents.

The term “experts” and consent thereof does not represent an expert or consent within the meaning under the U.S. Securities Act

Eligibility for the Issue

Disciplinary action

- No regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.
- The Promoter(s) or directors shall not be promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.
- Director should not be disqualified/ debarred by any of the Regulatory Authority.

1) Default

No pending defaults in respect of payment of interest and/or principal to the debenture/bond/ fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Companies.

2) Name change

In case of name change within the last one year, at least 50% of the revenue calculated on a restated and consolidated basis for the preceding 1 full financial year has been earned by it from the activity indicated by its new name.

- 3) There should not be any change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.
- 4) The composition of the board should be in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval.
- 5) The Company has not been referred to NCLT under IBC and there is no winding up petition against the company, which has been admitted by the court.
- 6) 100% of the Promoter’s shareholding in the Company should be in Dematerialized form.
- 7) Net Tangible Assets should be **3 crores** or more. The company has Net Tangible Assets of ₹ 910.74 lakhs as of financial year ended March 31, 2024 and ₹ 968.23 lakhs for period ended January 31, 2025 which is more than ₹ 300 lakhs.

GOVERNMENT AND OTHER APPROVALS

IV. Tax Related Approvals

Sl. No.	Name of Registration	Registration No	Applicable Law	Issuing Authority	Date of Issue	Validity
2.	Tax Deduction Account Number (TAN)*	CALS07630A	Income Tax Act, 1961	Income Tax Department	-	Perpetual

Note:

*The date of obtaining the TAN is not mentioned, as the application was submitted subsequent to the receipt of the PAN and the exact date of application could not be traced. However, we have verified the TAN by logging into the relevant portal, and confirm that the TAN is valid and currently active.

The Professional Tax registration for the registered office was recently obtained, as it was not previously mandatory—given that all business operations were conducted in Vadodara, Gujarat. However, to ensure full compliance with applicable laws and to safeguard the interests of all stakeholders, we have voluntarily secured the registration.

OTHER REGULATORY AND STATUTORY DISCLOSURES

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Our Company is eligible for to make an initial public offer in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI ICDR Regulations. Further, in terms of Regulation 229(3) of the SEBI ICDR Regulations, the Company have fulfilled the eligibility criteria for SME Platform of BSE Limited, which are as follows:

- (d) The Company has positive cash accruals (earnings before depreciation and tax) from operations in latest FY and also in 2 FYs out of latest 3 FYs. The company has operating profit of ₹ 251.11 lakhs , ₹ 233.62 lakhs and ₹ 219.62 lakhs for the years ended FY 2024, FY 2023 and FY 2022 respectively. Therefore, the company has operating profit of ₹ 1 crore from operations for 2 out of 3 latest financial years.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

A. Material Contracts

7. Market Making Agreement dated June 04, 2025 between our Company, Lead Manager and Market Maker.
8. Underwriting Agreement dated of June 04, 2025 between our Company, the Lead Manager and the Underwriters.

B. Material Documents

16. Secretarial Due Diligence report dated March 26, 2025 prepared by M/s SB Sheth & Associates.
17. Consent dated March 26, 2025 from Kirtesh Kumar G Shah, Chartered Engineer to include their name as required under Section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Prospectus and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as chartered engineers in relation to their certificate on the Company’s installed capacity and its utilisation.