

THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY AND IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE TO SECURITIES. NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION DIRECTLY OR INDIRECTLY, OUTSIDE INDIA. INITIAL PUBLIC OFFER OF EQUITY SHARES ON THE EMERGE PLATFORM OF THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE") IN COMPLIANCE WITH CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED ("SEBI ICDR REGULATIONS").



ROYAL ARC ELECTRODES LIMITED

Corporate Identity Number: U31100MH1996PLC096296



QR code to view RHP

Our Company was incorporated in Mumbai, Maharashtra, as a "Royalarc Electrodes Private Limited", a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated January 15, 1996, issued by the Additional Registrar of Companies, Maharashtra. Thereafter, our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by our Shareholders at the Extraordinary General Meeting held on March 09, 2005, and consequent upon conversion, the name of our Company was changed to "Royalarc Electrodes Limited" and a certificate of change of name dated March 31, 2005, issued by Registrar of Companies, Maharashtra, Mumbai. Subsequently, the name of our Company was changed to "Royal Arc Electrodes Limited" pursuant to the special resolution passed by the Shareholders of our Company at the Extra-Ordinary General Meeting held on May 29, 2023. The Registrar of Companies, Maharashtra, Mumbai issued a fresh certificate of incorporation dated June 16, 2023, upon change of the name of the Company. For further details, please refer to the chapter titled "History and Certain Corporate Matters" beginning on page 176 of the Red Herring Prospectus.

Registered Office: 72 B, Bombay Talkies Compound, S.V. Road Malad West, Mumbai, Maharashtra, India, 400064 | Telephone: +91 78880 00553 | Email Id: cs@royalarc.in | Website: <https://royalarc.in/>
Contact Person: Mansi Bagadiya, Company Secretary & Compliance Officer

THE PROMOTERS OF THE COMPANY ARE : BIPIN SANGHVI, TARULATA SANGHVI, HARDIK SANGHVI AND SWAGAT SANGHVI

THE OFFER IS BEING MADE IN ACCORDANCE WITH CHAPTER IX OF THE SEBI ICDR REGULATIONS (IPO OF SMALL AND MEDIUM ENTERPRISES) AND THE EQUITY SHARES ARE PROPOSED TO BE LISTED ON EMERGE PLATFORM OF NSE (NSE EMERGE).

THE OFFER

INITIAL PUBLIC OFFER OF UPTO 30,00,000* EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF ROYAL ARC ELECTRODES LIMITED ("THE COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [-] PER EQUITY SHARE (THE "OFFER PRICE"), (INCLUDING A PREMIUM OF ₹ [-] PER EQUITY SHARE), AGGREGATING UPTO ₹ [-] LAKHS ("THE OFFER"), COMPRISING A FRESH ISSUE OF UP TO 18,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AGGREGATING UP TO ₹ [-] LAKHS (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 12,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AGGREGATING UP TO ₹ [-] LAKHS BY SELLING SHAREHOLDERS (AS DEFINED BELOW), COMPRISING AN OFFER FOR SALE OF UPTO 3,33,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AGGREGATING UP TO ₹ [-] LAKHS BY HARDIK SANGHVI, 3,33,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AGGREGATING UP TO ₹ [-] LAKHS BY SWAGAT SANGHVI, 1,71,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AGGREGATING UP TO ₹ [-] LAKHS BY BIPIN SANGHVI, 1,23,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AGGREGATING UP TO ₹ [-] LAKHS BY TARULATA SANGHVI ("PROMOTER SELLING SHAREHOLDERS") AND AN OFFER FOR SALE OF UPTO 1,20,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AGGREGATING UP TO ₹ [-] LAKHS BY POOJA SANGHVI, AND OF UPTO 1,20,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AGGREGATING UP TO ₹ [-] LAKHS BY AMI SANGHVI ("PROMOTER GROUP SELLING SHAREHOLDERS") (TOGETHER WITH THE PROMOTER SELLING SHAREHOLDER, "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES"). THE 1,53,600 EQUITY SHARES OF FACE VALUE OF ₹ 10/- FOR CASH AT A PRICE OF ₹ [-] EACH AGGREGATING ₹ [-] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS MARKET MAKER RESERVATION PORTION I.E. OFFER OF 28,46,400 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF FACE VALUE OF ₹ 10 EACH FOR CASH AT A PRICE OF ₹ [-] PER EQUITY SHARE, AGGREGATING TO ₹ [-] LAKHS IS HERE IN AFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 27.03 % AND 25.64 % RESPECTIVELY OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF THE COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "TERMS OF THE OFFER" BEGINNING ON PAGE NO 279 OF THE RED HERRING PROSPECTUS.

*SUBJECT TO FINALISATION OF BASIS OF ALLOTMENT

Our Company

We are engaged in the business of manufacturing of welding electrodes, flux cored wires, MIG/TIG wires. We are capable of manufacturing both standardized as well as customized products. Further, our Company is also engaged in the business of trading of ancillary/incidental products like abrasive wheels, welding flux, saw wire, saw flux, and special TIG /MIG. We supply our products to domestic customers and export customers

DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

NAME	TYPE	NUMBER OF SHARES OFFERED (Face value ₹ 10 each) / AMOUNT (₹ IN LAKHS)	WEIGHTAGE AVERAGE COST OF ACQUISITION PER EQUITY SHARES (IN ₹) *
Bipin Sanghvi	Promoter Selling Shareholder	Up to 1,71,000 Equity Shares aggregating up to ₹ [-] Lakhs	1.67
Tarulata Sanghvi	Promoter Selling Shareholder	Up to 1,23,000 Equity Shares aggregating up to ₹ [-] Lakhs	18.93
Hardik Sanghvi	Promoter Selling Shareholder	Up to 3,33,000 Equity Shares aggregating up to ₹ [-] Lakhs	13.56
Swagat Sanghvi	Promoter Selling Shareholder	Up to 3,33,000 Equity Shares aggregating up to ₹ [-] Lakhs	8.58
Pooja Sanghvi	Promoter Group Selling Shareholder	Up to 1,20,000 Equity Shares aggregating up to ₹ [-] Lakhs	22.50
Ami Sanghvi	Promoter Group Selling Shareholder	Up to 1,20,000 Equity Shares aggregating up to ₹ [-] Lakhs	1.28

*As certified by J. H. Gandhi & Co, Chartered Accountants, by way of their certificate dated February 08, 2025

The offer is being made in accordance with Regulations 229(2) of the SEBI ICDR Regulations.

- QIB CATEGORY : NOT MORE THAN 50% OF THE NET OFFER
- NON INSTITUTIONAL INVESTOR CATEGORY : NOT LESS THAN 15% OF THE NET OFFER
- RETAIL INDIVIDUAL CATEGORY : NOT LESS THAN 35% OF THE NET OFFER
- MARKET MAKER RESERVATION PORTION: 1,53,600 EQUITY SHARES

PRICE BAND: ₹ 114 TO ₹ 120 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH

THE FLOOR PRICE IS 11.4 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 12 TIMES THE FACE VALUE OF THE EQUITY SHARES

BIDS CAN BE MADE FOR A MINIMUM OF 1200 EQUITY SHARES AND IN MULTIPLE OF 1200 EQUITY SHARES THERAFTER.

IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST ONLY RELY ON THE INFORMATION INCLUDED IN THE RED HERRING PROSPECTUS AND THE TERMS OF THE OFFER, INCLUDING THE RISKS INVOLVED AND NOT RELY ON ANY OTHER EXTERNAL SOURCES OF INFORMATION ABOUT THE OFFER AVAILABLE IN ANY MANNER

RISK TO INVESTORS

- Our revenue is dependent on the domestic market since, it contributes significantly to our total revenue from operations. Any adverse changes in the conditions affecting domestic market could adversely affect our business, results of operations and financial condition. Our revenue from domestic sales for the six months period ended September 30, 2024, FY 2024, FY 2023 and FY 2022 was ₹ 3,894.65 Lakhs, ₹ 8,537.45 Lakhs ₹ 7,981.66 Lakhs, and ₹ 4,606.27 Lakhs which constituted 85.40%, 85.56%, 82.34%, and 73.22 % of our revenue from operations for such periods.
- Our Company had negative cash flows during certain fiscal years in relation to our investing and financing activities. Sustained negative cash flows in the future would adversely affect our results of operations and financial condition.
- We depend on outside parties for adequate and timely supply of raw materials at commercially acceptable prices. Any disruptions, delay or increase in prices of such material may have a material adverse effect on our business. Our raw materials consumed for the six months period ended September 30, 2024, FY 2024, FY 2023 and FY 2022 was ₹ 3,609.34 Lakhs, ₹ 6,383.68 Lakhs ₹ 6,468.15 Lakhs, and ₹ 4,837.61 Lakhs which constituted 79.14%, 63.97%, 66.72%, and 76.90% of our revenue from operations for such periods.
- The audit reports for our audited financial statements for the certain Financial Years include references to certain emphasis of matter paragraphs.
- We have significant working capital requirements. If we are unable to borrow or raise additional financing or furnish bank guarantees or performance bank guarantees in future, it would adversely impact our business, cash flows and results of operations.
- We are dependent on limited number of suppliers for our raw materials required in our operations. Further, our top 10 (ten) suppliers constituted 68.36%, 71.81%, 64.36%, and 57.08%, respectively of total purchases during the six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022 respectively. Our business is dependent on our continuing relationships with our suppliers and any deterioration in our relations with any of them could materially and adversely affect our business, results of operations, cash flows and financial condition.
- We derive a significant portion of our revenue from a few customers and the loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our products may adversely affect our business, results of operations, financial condition and cash flows.
- Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.
- If we fail to manage our growth effectively, we may be unable to execute our business plan or maintain high levels of service and satisfaction, and our business, results of operations, cash flows and financial condition could be adversely affected. Our revenue from operations has grown from ₹ 6,920.97 lakhs in Fiscal 2022 to ₹ 9,978.75 lakhs in Fiscal 2024. Our PAT has grown from ₹ 212.13 lakhs in Fiscal 2022 to ₹ 1,192.63 lakhs in Fiscal 2024.
- Certain of our corporate records and filings and instruments of transfer are not traceable. We cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in relation to any such discrepancies.
- There have been some instances of incorrect filings with the Registrar of Companies and other non-compliances under the Companies Act in the past which may attract penalties.
- Our Company, its Directors and its Promoters are party to certain litigation and claims. These legal proceedings are pending at different levels of adjudication before various forums and regulatory authorities. Any adverse decision may make us liable to liabilities/penalties and may adversely affect our reputation, business and financial status.
- Our funding requirements and the proposed deployment of Net Proceeds are based on management estimates and have not been appraised by any bank or financial institution or any other independent agency and may be subject to change based on various factors, some of which may be beyond our control. We have not entered into any definitive agreements to utilise certain portions of the Net Proceeds of the Offer.
- If there are delays in setting up the Proposed Expansion and cost overruns related to the Proposed Expansion or installation of Solar Power project are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects.

Investor should read the RHP carefully, including the "Risk Factor" on page 32 of the RHP before making any investment decision

i. Average Cost of Acquisition of Shares for Promoters Selling Shareholders And Promoter Group Selling Shareholders

Name	Number of Shares (Face value of ₹ 10)	Average Cost of Acquisition per Equity Share (in ₹) *
Bipin Sanghvi [†]	8,92,717	1.67
Hardik Sanghvi [†]	26,82,750	13.56
Tarulata Sanghvi [†]	17,63,461	16.93
Swagat Sanghvi [†]	26,82,750	8.58
Ami Sanghvi [†]	6,38,750	1.28
Pooja Sanghvi [†]	6,38,750	22.50

Also, Promoter Selling Shareholders.
 † Also, Promoter Group Selling Shareholders
 *As certified by our Statutory Auditor J. H. Gandhi & Co, Chartered Accountants, pursuant to their certificate dated February 08, 2025

ii. The weighted average cost of acquisition of all shares transacted (i) in the preceding three (3) years; (ii) in the preceding one (1) year; and (iii) in the preceding eighteen (18) months from the date of the Red Herring Prospectus is as under:

Period	Weighted average cost of acquisition per Equity Share (in ₹) *	Upper end of price band ₹120 is "x" times the weighted average cost of acquisition**	Range of acquisition price per equity share: lowest price-highest price (in ₹) [†]
Last one (1) year	NIL [†]	NIL	NA
Last three (3) years	NIL [†]	NIL	NA
Last eighteen months	NIL [†]	NIL	NA

[†] There is no acquisition price per Equity Share for these transactions, as these Equity Shares were acquired pursuant to bonus issue
 *As certified by our Statutory Auditor J. H. Gandhi & Co, Chartered Accountants, pursuant to their certificate dated February 10, 2025
 ** Till date the BRLM has handled 2 Main Board Public Issue out of which 1 Main Board Public Issue closed below the Issue Price on the listing date. Further, for past three fiscal year, the BRLM has handled 1 Main Board Issue and 26 SME Issues, out of which 4 SME Issues closed below the Issue Price on the listing date.

BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE ON*: THURSDAY, FEBRUARY 13, 2025

OFFER OPENS ON: FRIDAY FEBRUARY 14, 2025**

OFFER CLOSES ON*: TUESDAY, FEBRUARY 18, 2025**

*Our company in consultation with BRLM, may consider participation by Anchor Investor, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening date.
 ** Our company in consultation with the BRLM, may decide to close the Bid/Offer period for QIBs one Working Day prior to Bid/Offer Closing Date, in accordance with SEBI ICDR Regulations.
 *** UPI Mandate end time and date shall be at 5.00 pm, on bid/offer closing date.

Submission of Bids (other than Bids from Anchor Investors)

Bid/ Offer Period (except the Bid/Offer Closing Date) *	
Submission and Revision in Bids	Only between 10.00 a.m. and 5:00 p.m. IST
Bid/Offer Closing Date	
Submission of electronic applications (Online ASBA through 3-in-1 accounts) for RIBs	Only between 10.00 a.m. and up to 5:00 p.m. IST
Submission of electronic applications (Bank ASBA through online channels like internet banking, mobile banking and syndicate ASBA applications through UPI as a payment mechanism where Bid Amount is up to ₹ 500,000)	Only between 10.00 a.m. and up to 4:00 p.m. IST
Submission of electronic applications (Syndicate Non-Retail, Non-Individual applications)	Only between 10.00 a.m. and up to 3:00 p.m. IST
Submission of physical applications	Only between 10.00 a.m. and up to 1:00 p.m. IST
Submission of physical applications (Syndicate Non-Retail, Non-Individual applications where Bid amount is more than ₹ 500,000)	Only between 10.00 a.m. and up to 12:00 p.m. IST
Modification / Revision / Cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and up to 5:00 p.m. IST on Bid/Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs	Only between 10:00 a.m. and up to 5:00 p.m. IST

*UPI mandate end time shall be 5:00 p.m. on the Bid/Offer Closing Date.
 #QIBs and Non-Institutional Bidders can neither revise their Bids downwards nor cancel/ withdraw their Bids

Period of Operation of Subscription List of Public Offer

EVENTS	INDICATIVE DATES
BID/OFFER OPENING DATE	Friday, February 14, 2025
BID/OFFER CLOSING DATE	Tuesday, February 18, 2025
FINALIZATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	On or about Thursday, February 20, 2025
INITIATION OF ALLOTMENT / REFUNDS / UNBLOCKING OF FUNDS FROM ASBA ACCOUNT OR UPI ID LINKED BANK ACCOUNT*	On or about Friday, February 21, 2025
CREDIT OF EQUITY SHARES TO DEMAT ACCOUNTS OF ALLOTTEES	On or about Friday, February 21, 2025
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGE	On or about Monday, February 24, 2025

UPI mandate end time and date shall be at 5.00 p.m. on Bid/Offer Closing Date

ASBA[#]
 Simple, Safe, Smart way of Application!!!

Applications 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
 UNIFIED PAYMENTS INTERFACE

UPI-Now available in ASBA for Retail Individual Investors and Non - Institutional Investor applying for amount upto ₹ 5,00,000/-, applying through Registered Brokers, DPs and RTAs. UPI Bidder 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, issued by the Central Board of Direct Taxes and the subsequent press releases, including press releases dated June 25, 2021 and 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.

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by (i) Retail Individual Investors in the Retail Portion; (ii) Non-Institutional Investors with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" on page 345 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. ASBA bid-cum-application forms can be downloaded from the websites of the Stock Exchanges 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&intmid=35 and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=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. 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. Axis Bank Limited and ICICI Bank Limited have been appointed as Sponsor Banks for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For Offer related queries, please contact the BRLMs on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail id: ipo.upi@npci.org.in.

*ASBA has to be availed by all investors except anchor investors. UPI may be availed by Retail Individual Bidders.

For details on the ASBA and UPI process, please refer to the details given in ASBA Form & Abridged Prospectus and also please refer to the section "Offer Procedure" beginning on page 290 of the Red Herring Prospectus. The process is also available on website of AIBI and stock exchange in the General Information Document. ASBA Forms can be downloaded from the National Stock Exchange of India ("NSE") and can be obtained from the list of banks that is displaying on website of SEBI at www.sebi.gov.in list of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and banks live on IPO, please refer to the link www.sebi.gov.in. Kotak Mahindra Bank has been appointed as sponsor bank for the offer in accordance with the requirements with the requirements of the SEBI Circular dated November 01, 2018 as amended. For UPI related queries, investors can contact toll free no. 18001201740 and mail id: ipo.upi@npci.org.in

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one working day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

This Offer is being made through the Book Building Process, in terms of Rule 19(2) of the Securities Contract (Regulation) Rules, 1957 as amended (SCRR) read with regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the net offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (QIB) (the "QIB Portion"), provided that our company in consultation with the BRLM may allocate upto 60.00% of QIB portion to Anchor Investor on discretionary basis (Anchor Investor Portion) One third of Anchor Investor Portion shall be reserved for domestic mutual funds, subject to valid bids being received from domestic mutual fund at or above the Anchor Investor Allocation price in accordance with SEBI ICDR Regulations. In the event of under subscription or non-allocation in Anchor investor portion, the balance equity shares shall be added to the QIB (other than Anchor investor portion) ("Net QIB Portion"). Further the 5% of the net offer shall be available for allocation on a proportionate basis to mutual fund only, and remainder of net QIB portion shall be available for allocation on a proportionate to mutual funds only, and remainder of the net QIB portion shall be available for allocation on proportionate basis to all QIB bidders, including mutual funds, subject to valid bid being received at or above offer price. However, if the aggregate demand from mutual funds is less than 5.00% of the net QIB portion, the balance equity shares available for allocation in the mutual fund portion will be added to remaining QIB portion for proportionate allocation to QIBs. Further not less than 15.00% of the net offer shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the net offer shall be available for allocation to Retail Individual Investors in accordance with SEBI ICDR Regulations, subject to valid bid Bids being received from them at or above the offer price. All bidders other than Anchor Investor, are required to participate in the offer by mandatorily utilising the Application Supported by Blocked Accounts (ASBA) process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid amount will be blocked by the Self certified Banks (SCSBs) or under the UPI Mechanism, as the case may be to the extent of respective Bid amount. Anchor Investor are not permitted to participate in the offer through the ASBA process. For details see "Offer Procedure" on page no. 290.

Bidders/Applicants should ensure that DP ID, PAN and Client ID and UPI ID (for UPI Bidders Bidding through the UPI mechanism) are correctly filled in the Bid cum Application Form. The DP ID PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidder/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DPID, Client ID and UPI ID as provided in the Bid cum Application Form, the Bidders/Applicants may be deemed to have authorised the Depositories to provide to the Registrar to the offer, any requested Demographic details of the Bidders/ Applicant as available on the records of the depositories. These Demographic details may be used, among other things, for giving Allotment Advice or unblocking ASBA Account or for other correspondence related to an offer. Bidders/Applicant 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 Bidders/ Applicants' sole risk. Investor 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

CONTENT OF THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY AS REGARDS ITS OBJECT: For information on main object and other object of our company, see "History and certain Corporate matters" on page no. 176 of the RHP. The Memorandum of Association of our company is a material document for inspection in relation to the offer. For further details see the section "Material contract and Documents for Inspection" on page no. 333 of RHP.

LIABILITY OF MEMBERS OF THE COMPANY: Limited by Shares
NAME OF THE SIGNATORIES TO MEMORANDUM OF ASSOCIATION AND THE NUMBER OF SHARES SUBSCRIBED BY THEM
 Bipin Sanghvi, Jitendra Sanghvi and Kishor Shetty were the original subscribers to the Memorandum of Association who subscribed 100 Equity Shares each respectively of ₹ 10.00/- each aggregating to 300 Equity Shares:

Amount of share capital of our Company and Capital structure: As on the date of the RHP, the authorised share capital of the Company is ₹ 18,00,00,000 divided into 1,80,00,000 Equity Shares of face value ₹ 10 each. The issued, subscribed and paid-up share capital of the Company is ₹ 9,30,02,000 divided into 93,00,200 Equity Shares of face value ₹ 10 each. For details, please see the section titled "Capital Structure" on page 88 of the RHP.

LISTING: The Equity shares offered through the Red Herring Prospectus are proposed to be listed on EMERGE PLATFORM of National Stock Exchange of India Limited ("NSE EMERGE") in terms of CHAPTER IX of the SEBI (ICDR) Regulations, as amended from time to time. Our company received an approval letter dated October 30, 2024 from NSE for using the name in the offer document for listing of our shares on EMERGE PLATFORM of NSE. For the purpose of this issue, the Designated Stock exchange will be NSE.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"): Since the Offer is being made in terms of chapter IX of the SEBI (ICDR) Regulations, 2018, the Red Herring Prospectus has been filed with SEBI. In terms of The SEBI Regulations, the SEBI shall not Offer any observation of the Offer Document Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire Disclaimer Clause of SEBI beginning on page 270

of the Red Herring Prospectus
DISCLAIMER CLAUSE OF NSE ("NSE EMERGE") (DESIGNATED STOCK EXCHANGE): It is to be distinctively understood that the permission given by NSE should not in any way be deemed or construed that the offer document has been approved by NSE nor does it certify the correctness or completeness of any of the offer document. The investor are advised to refer page no. 272 of RHP for the full text of disclaimer clause of NSE

GENERAL RISK
 Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
 <p>FEDEX SECURITIES PRIVATE LIMITED B 7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle - (East), Mumbai - 400 057, Maharashtra, India Tel No.: +91 81049 85249; Investor Grievance Email: mb@fedsec.in; Website: www.fedsec.in ; Contact Person: Saipan Sanghvi SEBI Registration No.: INM000010163</p>	 <p>KFIN TECHNOLOGIES LIMITED Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, India Tel No.: +91 40 6716 2222 Toll Free No.: 1800 309 4001 Email Id: rael.ipo@kfintech.com Investor Grievance Email Id: einward.nis@kfintech.com Contact Person: M Murali Krishna Website: www.kfintech.com SEBI Registration No.: INR0000000221</p>

AVAILABILITY OF THE RED HERRING PROSPECTUS
 Investors should note that Investment in Equity Shares involves a high degree of risk and investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the Issue. Full copy of the Prospectus will be available at the website of SEBI at www.sebi.gov.in, the website of Stock Exchange at www.nseindia.com, the website of our Company Website at : <https://royalarc.in> and also on website of Book Running Lead Manager at www.fedsec.in

AVAILABILITY OF ABRIDGED PROSPECTUS AND APPLICATION FORMS
 Bid cum Application Forms can be obtained from the Registered Office of ROYAL ARC ELECTRODES LIMITED Tel No. / Mob No: +91 78880 00553; Email: cs@royalarc.in, BRLM Tel No.: +91 81049 85249 E-mail: mb@fedsec.in, RTA Tel No.: +91 40 6716 2222 Email Id: rael.ipo@kfintech.com, Syndicate member SHRENI SHARES LIMITED Tel No: +022 - 2809 7022, Email Id: shrenisharespvtltd@yahoo.in. Bid cum Application Forms will also be available on the websites of NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the Registrar to the Offer and the CDPs at least one (1) day prior to the Offer Opening Date.

Syndicate Members: SHRENI SHARES LIMITED - Office no. 217, Hive 67 Icon, Poisar Gymkhana Road, Lokmanya Tilak Nagar, Near Raghuleela Mall, Kandivali West, Mumbai - 400067, Maharashtra, India. Tel No: +022 - 2809 7022, Contact Person: Hitesh Punjani. Email Id: shrenisharespvtltd@yahoo.in Website: www.shreni.in; SEBI Registration Number: INZ000268538

Sponsor Bank/ Banker to the Offer and Refund Banker to the Offer : **KOTAK MAHINDRA BANK LIMITED**

CORRIGENDUM

In Price Band Advertisement dated February 10, 2025 Registrar of Companies, Ahmedabad to be read as Registrar of Companies, Mumbai

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Red Herring Prospectus.
 Investor should read the Red Herring Prospectus carefully, including the "Risk Factors" beginning on page 32 of the Red Herring Prospectus before making any investment decision.

ROYAL ARC ELECTRODES LIMITED
 On behalf of the Board of Directors
 Sd/-
Bipin Sanghvi
 Chairman & Managing Director
 DIN: 00462839

ROYAL ARC ELECTRODES LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, an Initial Public Issue of its Equity Shares and has filed the Red Herring Prospectus with the Registrar of Companies, Mumbai. The Red Herring Prospectus is available on the website of SEBI at www.sebi.gov.in, the website of the Book Running Lead Manager at www.fedsec.in, website of the National Stock Exchange of India Limited at www.nseindia.com and website of Issuer Company at : <https://royalarc.in>. For details, investors should refer to and rely on the Prospectus including the section titled "Risk Factors" beginning on page 32 of the Red Herring Prospectus.
 The Equity Shares in this Issue have not been and will not be registered under the US Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act). The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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