



SUNITA TOOLS LIMITED



Please scan this QR Code to view the Prospectus dated September 20, 2023

Corporate Identity Number is U29220MH1988PLC045850

Our Company was incorporated as Sunita Tools Private Limited on January 12, 1988 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration number 045850. The status of the Company was changed to public limited and the name of our Company was changed to Sunita Tools Limited vide Special Resolution dated April 12, 2023. The fresh certificate of incorporation consequent to conversion was issued on April 28, 2023 by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U29220MH1988PLC045850. For further details, please refer to the chapter "History and Certain Corporate Matters" beginning on page no. 109 of this Prospectus.

Registered Office: Survey No. 66, Plot No. A, Valiv, Sativali Road, Vasai East, Palghar, Thane 401208
Tel No.: +91 9136019995; **Email:** info@sunitatools.com; **Website:** www.sunitatools.com
Contact Person: Rupal Dedhia, Company Secretary and Compliance Officer.

OUR PROMOTERS: SANGEETA PANDEY, SANJAY KUMAR PANDEY, SATISH KUMAR PANDEY AND RAGINI PANDEY

"The Issue is being made in accordance with Chapter IX of the SEBI ICDR Regulations (IPO of Small and Medium Enterprises) and the Equity Shares are proposed to be listed on the SME Platform of BSE Limited ("BSE")."

THE ISSUE

INITIAL PUBLIC OFFER OF 15,20,000 EQUITY SHARES OF ₹ 10 EACH ("EQUITY SHARES") OF SUNITA TOOLS LIMITED ("STL" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹ 145 PER SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹ 2,204.00 LAKHS ("THE ISSUE"), CONSISTING OF FRESH ISSUE OF 13,20,000 EQUITY SHARES AGGREGATING TO ₹ 1,914.00 LAKHS AND AN OFFER FOR SALE OF 2,00,000 EQUITY SHARES COMPRISING OF 66,600 BY SANJAY KUMAR PANDEY, 66,600 BY SATISH KUMAR PANDEY AND 66,800 BY RAGINI PANDEY ("THE PROMOTERS SELLING SHAREHOLDERS" OR "THE SELLING SHAREHOLDERS") AGGREGATING TO ₹ 290.00 LAKHS ("OFFER FOR SALE"), OF WHICH 78,000 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY AGGREGATING MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THAN THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 14,42,000 EQUITY SHARES OF ₹ 10 EACH IS HERINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.02% AND 25.64% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS Rs. 10/- AND THE ISSUE PRICE IS 14.5 TIMES OF THE FACE VALUE

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AS AMENDED ("SEBI (ICDR) REGULATIONS"). IN TERMS OF RULE 19(2)(b)(i) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED, THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS. FOR FURTHER DETAILS, PLEASE REFER CHAPTER TITLED "ISSUE PROCEDURE" BEGINNING ON PAGE 197 OF THE PROSPECTUS.

FIXED PRICE ISSUE AT Rs.145/- PER EQUITY SHARE

MINIMUM APPLICATION SIZE OF 1,000 EQUITY SHARES AND IN MULTIPLES OF 1,000 EQUITY SHARES THERE AFTER

RISK TO INVESTORS:

- Our Equity Shares have never been publicly traded, and may experience price and volume fluctuations following the completion of the Issue. Further, our Equity Shares may not result in an active or liquid market and the price of our Equity Shares may be volatile and you may be unable to resell your Equity Shares at or above the Issue Price or at all.
- The average cost of acquisition of Equity Shares by our Promoters is as follows:

Sr. No.	Name of the Promoters	Average cost of Acquisition (in Rs.)
I.	Sanjay Kumar Pandey	9.47
II.	Sangeeta Pandey	9.40
III.	Satish Kumar Pandey	9.42
IV.	Ragini Pandey	10.00

3. Weighted Average Cost of Acquisition calculated (on fully diluted basis for the trailing eighteen months) from the date of the Prospectus.

Types of transactions	Weighted average cost of acquisition (Rs. per Equity Shares)	Issue Price (₹ 145/- per Equity Share)
Weighted average cost of acquisition of primary / new issue of shares.	10.00	14.50 times
Weighted average cost of acquisition for secondary sale / acquisition of shares.	NA	NA

There was no secondary sale/acquisition (exceeding 5% of pre issue capital) of shares in last 18 months of the date of Prospectus

Investors are required to refer section Investors are required to refer section titled "Risk Factors" on page 22 of the Prospectus.

REVISED ISSUE PROGRAMME

OPENS ON: TUESDAY, SEPTEMBER 26, 2023
CLOSES ON: TUESDAY, OCTOBER 03, 2023

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

UPI UPI now available in ASBA for individual UPI Applicants, whose application size are up to 5.00 lakh, applying through Registered Brokers, DPs & RTAs. Applicant to ensure PAN is updated in Bank Account being blocked by ASBA Bank. List of Bank supporting UPI is also available in SEBI at www.sebi.gov.in.

**UPI-Now available in ASBA for all individual investors applying in public issues where the application amount is up to Rs.5,00,000, applying through Registered Brokers, Syndicate, DPs & RTAs. Retail Individual Investors and Non-Institutional Investors 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 must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated September 17, 2021.

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by (i) Retail Individual Investors applying in the Retail Portion, and (ii) Individual Non-Institutional Investors applying with an application size of up to Rs.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 "Issue Procedure" beginning on page 197 of the Prospectus. The process is also available on the website of Association of Investment Banks of India ("AIBI"), the website of BSE Limited ("BSE") and in the General Information Document. ASBA Application forms can be downloaded from the website of the Stock Exchange and can be obtained from the list of banks that is available on the website of Securities and Exchange Board of India ("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 www.sebi.gov.in. Investors applying using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=40> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=34>) respectively, as updated from time to time. Axis Bank Limited has been appointed as Sponsor Bank for the Issue. For Issue related grievance investors may contact: Aryaman Financial Service Limited, Mr. Vatsal Ganatra, Tel: +91 - 22 - 6216 6999, E-mail: ipo@afsl.co.in. For UPI related queries, investors can contact NPCI at the toll-free number: 18001201740 and Mail Id: ipc.upi@npci.org.in; AXIS BANK LIMITED at Tel: 9167105741 and Email: kalyanwest.branchhead@axisbank.com; and the Registrar to the Issue at Tel: +91 40 6716 2222 and E- sunitatools.ipo@kfintech.com. All Investors shall participate in this Issue only through the ASBA process. For details in this regard, specific attention is invited to "Issue Procedure" on page 197 of the Prospectus. Applicants should ensure that DP ID, PAN, UPI ID (if applicable, in case of investor applying through UPI mechanism) and the Client ID are correctly filled in the Application Form. The DP ID, PAN and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected. Applicant should ensure that the beneficiary account provided in the Application Form is active. Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondences related to the Issue. Applicants are advised to update any changes to their demographic details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants sole risk.

PROPOSED LISTING: The Equity Shares offered through this Prospectus are proposed to be listed on SME Platform of BSE Limited ("BSE"). In terms of Chapter IX of the SEBI (ICDR) Regulations, as amended from time to time. Our Company has received an In-Principle Approval letter dated September 18, 2023 from BSE Limited for using its name in this Offer Document for listing our shares on SME Platform of BSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be the SME Platform of BSE Limited ("BSE").

DISCLAIMER CLAUSE OF SEBI: Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Draft Prospectus was not filed with and the SEBI shall not issue any observation on Offer Document. Hence, there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire "Disclaimer Clause of SEBI" on page 178 of the Prospectus.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the contents of the Prospectus or the price at which the equity shares are offered has been cleared, solicited or approved by BSE, nor does it certify the correctness, accuracy or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the "Disclaimer Clause of the BSE" on page 179 of the Prospectus.

GENERAL RISKS: 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 the Issuer and the Issue including the risks involved. The Equity Shares in the Issue have neither been recommended nor approved by SEBI nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 22 of the Prospectus.

BASIS OF ISSUE PRICE: The Issue Price is determined by the Company in consultation with the Lead Manager. The financial data presented in chapter "Basis for Issue Price" on page 74 of the Prospectus is based on Company's Restated Financial Statements. Investors should also refer to the chapter titled "Risk Factors" and "Restated Financial Statements" on page 22 and 134 respectively of the Prospectus. The Audit Committees at a meeting recommended the Price noting that the Price is justified based on quantitative factors and key financial and operational performance indicators ("KPIs") disclosed in 'Basis for Issue Price' section vis-à-vis the WACA of primary issuances / secondary transactions disclosed in the "Basis for Issue Price" section.

Public Notice – Addendum cum Corrigendum

"Addendum cum Corrigendum ("Addendum") is with reference to the Prospectus dated September 20, 2023 and Corrigendum dated September 23, 2023 ("Corrigendum") filed in relation to the Offer. In this regard, please note:

As per corrigendum dated September 23, 2023, the issue schedule to close on September 29, 2023 (Friday). However the Government of Maharashtra vide their Notification No. GAD-49011/2/2023/GAD/DESK-29 dated September 27, 2023 has declared the Public Holiday of Eid-e-Milad on September 29, 2023 (Friday) under Section 25 of the Negotiable Instruments Act, 1881. Hence in order to avoid any inconvenience to the Investors, we hereby amend the issue closing date from September 29, 2023 (Friday) to October 03, 2023 (Tuesday). The revised issue schedule is given below:

ISSUE PROGRAMME:

Event	Dates
Issue Opening Date	September 26, 2023
Issue Closing Date	October 03, 2023
Finalization of Basis of Allotment with the Designated Stock Exchange	October 06, 2023
Initiation of Allotment / Refunds / Unblocking of Funds	October 09, 2023
Credit of Equity Shares to demat accounts of Allottees	October 10, 2023
Commencement of trading of Equity Shares on the Stock Exchange	October 11, 2023

LEAD MANAGER TO THE ISSUE

ARYAMAN
 FINANCIAL SERVICES LTD
ARYAMAN FINANCIAL SERVICES LIMITED
 60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 001.
Telephone: +91-22 – 6216 6999
E-mail: ipo@afsl.co.in
Investors Grievance E-mail: feedback@afsl.co.in
Website: www.afsl.co.in
Contact Person: Vatsal Ganatra
SEBI Registration Number: INM000011344

REGISTRAR TO THE ISSUE

KFINTECH
 EXPERIENCE TRANSFORMATION
KFIN TECHNOLOGIES LIMITED
 Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakranguda, Serilingampally, Hyderabad – 500 032, Telangana
Tel No.: +91 40 6716 2222
Email: cpl.ipo@kfintech.com
Website: www.kfintech.com
Investor Grievance Email: einward.ris@kfintech.com
Contact Person: M. Murali Krishna
SEBI Registration No.: INR000002221

COMPANY SECRETARY AND COMPLIANCE OFFICER

SUNITA
Rupal Dedhia
 Company Secretary and Compliance Officer.
Reg Office: Survey No. 66, Plot No. A, Valiv, Sativali Road, Vasai East, Palghar, Thane 401208, Maharashtra
Tel: +91 9136019995
Email id: info@sunitatools.com
 Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account, etc.

AVAILABILITY OF PROSPECTUS: Investors should note that Investment in Equity Shares involves a 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 shall be available at the website of Stock Exchange at www.bseindia.com, the website of Lead Manager at www.afsl.co.in and the website of the Issuer Company at www.sunitatools.com and the website of SEBI at www.sebi.gov.in.

AVAILABILITY OF APPLICATION FORMS: Application Form can be obtained from the Registered Office of Company, Sunita Tools Limited, Tel. No: +91 9136019995; Office of Lead Manager: Aryaman Financial Services Limited, Email: ipo@afsl.co.in, Tel No.: +91-22-6216-6999; Self Certified Syndicate Banks; Registered Brokers; Designated RTA Locations and Designated CDP Locations for participating in the Issue. Application Forms will also be available on the websites of the Stock Exchange and at all the Designated Branches of SCSBs, the list of which is available on the websites of the Stock Exchange and SEBI.

BANKER TO ISSUE & SPONSOR BANK: Axis Bank Limited

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus dated September 20, 2023

For Sunita Tools Limited

On behalf of the Board of Directors

Sd/-

Satish Kumar Pandey

Managing Director

DIN: 00158327

Date: September 28, 2023

Place: Thane

Sunita Tools Limited is proposing, subject to market conditions and other considerations, public issue of its Equity Shares and has filed the prospectus with the Registrar of Companies, Mumbai. The Prospectus is available on the website of the Lead Manager at www.afsl.co.in in the website of the BSE Limited ("BSE") i.e. www.bseindia.com, and website of the Issuer Company at www.sunitatools.com.

Investor should read the Prospectus carefully, including the Risk Factors on page 22 of the Prospectus before making any investment decision.

The Equity Shares have not been and will not be registered under the U.S. 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), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be issued and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur. 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.